

# MOODY'S



## PUBLIC UTILITY MANUAL

100 shs.) at \$100.00 plus accretion to Co. \$98.85) on Feb. 8, 1983. Eastman Dillon & Co. Inc., Salomon Brothers and

#### TRADED—OTC

10. Texas Electric Service Co. \$10.12 cumulative preferred; no par.

AUTH.—10,000,000 shs.; outstg., Dec. 31, 1982, 350,000 shs.; no par.

PREFERENCE.—Ranks pari passu with other series of pfd. stock and dividends.

DIVIDEND RIGHTS.—Entitled to cum. cash div. of \$10.12 per sh. annually, payable quarterly Jan. 1, etc.

VOTING RIGHTS.—Except for those purposes for which the right is expressly conferred upon the \$10.12 Preferred under the Articles of Incorporation or by statute, no holder thereof is entitled to notice of or to vote at any meeting of shareholders. The New Preferred, together with the issued and outstanding preferred stock, will be expressly entitled, as one class, to elect a majority of the directors whenever dividends on any of such preferred stock shall be in default in the amount of four quarterly payments and thereafter until all such dividends in default shall have been paid. The holders of any of the preferred stock hereafter issued may be given the right to share this voting privilege. The Articles of Incorporation include detailed procedures and other provisions relating to these rights and their termination, such as quorums, terms of elections, vacancies, class voting as between preferred and common stock, meetings, adjustments and other matters.

LIQUIDATION RIGHTS.—In any liquidation entitled to \$100 per sh., plus unpaid accumulative dividends.

#### PREEMPTIVE RIGHTS—None.

CALLABLE.—As whole or in part at any time on at least 20 but not more than 30 days' notice to each June 1 as follows (per sh. plus div.): 1985, \$10.12; 1990, \$106.75; 1995, \$103.37; and thereafter at \$100. Not callable, however, prior to June 1, 1985 thru refunding of funds borrowed, or thru the use of funds derived thru the issuance of stock ranking prior to or on a parity with the \$10.12 pfd. as to div. or assets, if such borrowed funds have an interest or div. cost of 10.12% per annum.

REPURCHASE.—Co. is not prohibited from redeeming or purchasing any shs. of the pfd. stock at any time, whether or not divs. may be in arrears thereon.

TRANSFER AGENT.—The First National Bank of Fort Worth.

REGISTRAR.—Continental National Bank of Fort Worth.

PURPOSE.—Proceeds will be used to repay a portion of short-term loans from Texas Utilities to meet construction program and other corporate purposes.

OFFERING.—(350,000 shs.) at \$100 per sh. plus div. (proceeds to Co. \$98.90 per sh.) on June 25, 1980 thru Blyth Eastman Paine Webber Inc.; Bache Halsey Stuart Shields Inc. and White Capital Markets Group and associates.

#### TRADED—OTC

11. Texas Electric Service Co. \$10.08 Cumulative Preferred; no par.

AUTH.—10,000,000 shs.; outstg., Mar. 16, 1983, 350,000 shs.; no par.

PREFERENCE.—Ranks pari passu with other series of pfd. stock and dividends.

DIVIDEND RIGHTS.—Entitled to cum. cash div. of \$10.08 per sh. annually, payable quarterly January 1, etc.

VOTING RIGHTS.—Except for those purposes for which the right is expressly conferred upon the \$10.08 Preferred under the Articles of Incorporation or by statute, no holder thereof is entitled to notice of or to vote at any meeting of shareholders. The New Preferred, together with the issued and outstanding preferred stock, will be expressly entitled, as one class, to elect a majority of the directors whenever dividends on any of such preferred stock shall be in default in the amount of four quarterly payments and thereafter until all such dividends in default shall have been paid. The holders of any of the preferred stock hereafter issued may be given the right to share this voting privilege. The Articles of Incorporation include detailed procedures and other provisions relating to these rights and their termination, such as quorums, terms of elections, vacancies, class voting as between preferred and common stock, meetings, adjustments and other matters.

LIQUIDATION RIGHTS.—In any liquidation entitled to \$100 per sh., plus unpaid accumulative dividends.

#### PREEMPTIVE RIGHTS—None.

CALLABLE.—As whole or in part at any time on at least 20 but not more than 30 days' notice to each April 1 as follows (per sh. plus div.): 1988, \$110.08; 1993, \$107.56; 1998, \$105.04; 2003, \$102.52; and thereafter at \$100. Not callable, however, prior to April 1, 1988 thru refunding of funds borrowed, or thru the use of funds derived thru the issuance of stock ranking prior to or on a parity with the \$10.08 pfd. as to div. or assets, if such borrowed

funds have an interest or div. cost of less than 10.16% per annum.

REPURCHASE.—Co. is not prohibited from redeeming or purchasing any shs. of the pfd. stock at any time, whether or not divs. may be in arrears thereon.

SINKING FUND.—The New Preferred will be subject to a sinking fund pursuant to which the Company will redeem, out of funds legally available therefor, on April 1, in each year, commencing with the year 1989 and ending in the year in which all shs. of the New Preferred have been redeemed, 14,000 shares of New Preferred at a price equal to \$100 per share, plus an amount equal to the accumulated dividends on such share. The Company's sinking fund obligation with respect to the new Preferred during the specified period will be cumulative. The Company may, however, credit against its sinking fund obligation for any year shares of New Preferred (including shares of New Preferred optionally redeemed hereinafter set forth) redeemed in any manner, other than shares of New Preferred redeemed pursuant to its required sinking fund obligation, purchased or otherwise acquired, but not previously redeemed against its sinking fund obligation. Also, the Company will have the option on April 1 in each year, commencing with the year 1989, to redeem an additional 14,000 shares of New Preferred at a price equal to \$100 per share, plus an amount equal to the accumulated dividends on such share. The Company's option to redeem an additional 14,000 shares of New Preferred during the specified period will be noncumulative.

#### TRANSFER AGENT—First National Bank of Fort Worth.

REGISTRAR.—Continental National Bank of Fort Worth.

PURPOSE.—Proceeds to repay a portion of short-term loans from Texas Utilities to meet construction program and other corporate purposes.

OFFERING.—(350,000 shs.) at \$100 per sh. plus accumulated div. on Mar. 16, 1983 thru Salomon Brothers Inc., Merrill Lynch White World Capital Markets Group and associates.

12. Texas Electric Service Co. common no par.

#### OWNERSHIP—All owned beneficially by Texas Utilities Co.

DIVIDEND RESTRICTION.—Under articles of incorporation, mortgage and debenture agreements, \$25,431,000 of retained earnings at Dec. 31, 1982, was not available for common dividends.

## TEXAS POWER & LIGHT COMPANY

(Subsidiary of Texas Utilities Co.)

### CAPITAL STRUCTURE

#### LONG TERM DEBT

Issue	Rating	Amount Outstanding	Charges Earned 1982 1981	Interest Dates	Call Price 1982	Price Range 1981
1. First 3 1/2%, series due 1984	Aaa	\$20,000,000		A & O 1	108.55	71 1/2% 66
2. First 4 1/2%, series due 1984	Aaa	10,000,000		M & N 1	100.65	74 1/2% 65
3. First 4 1/2%, series due 1988	Aaa	12,500,000		J & D 1	100.95	68 1/2% 59
4. First 4 1/2%, series due 1991	Aaa	12,000,000		J & J 1	101.33	63 1/2% 47
5. First 4 1/2%, series due 1993	Aaa	10,000,000		F & A 1	102.1	58 1/2% 48
6. First 4 1/2%, series due 1995	Aaa	10,000,000		F & A 1	102.53	54 1/2% 45
7. First 5%, series due 1996	Aaa	20,000,000		F & A 1	102.80	53 1/2% 48
8. First 5 1/2%, series due 1997	Aaa	30,000,000		F & A 1	103.03	57 1/2% 51
9. First 6%, series due 1998	Aaa	25,000,000		F & J 1	103.99	66 1/2% 56
10. First 6 1/2%, series due 2000	Aaa	30,000,000		F & J 1	105.32	75 1/2% 67
11. First 7%, series due 2000	Aaa	30,000,000		M & S 1	105.98	77 1/2% 58
12. First 7 1/2%, series due 2001	Aaa	30,000,000		F & A 1	105.47	63 1/2% 47
13. First 7 1/2%, series due 2002	Aaa	40,000,000		F & A 1	105.40	64 1/2% 58
14. First 7 1/2%, series due 2003	Aaa	50,000,000		F & A 1	105.94	65 1/2% 49
15. First 8%, series due 2004	Aaa	50,000,000		F & A 1	106.85	70 1/2% 52 1/2%
16. First 10 1/2%, series due 2004	Aaa	50,000,000		A & O 1	107.34	84 1/2% 65
17. First 9 1/2%, series due 2005	Aaa	100,000,000		A & O 1	106.88	70 1/2% 61
18. First 6 1/2%, series due 2006	Aaa	100,000,000		J & J 1	106.53	72 1/2% 55
19. First 8 1/2%, series due 2007	Aaa	100,000,000		F & A 1	106.55	69 1/2% 52
20. First 9 1/2%, series due 2009	Aaa	100,000,000		F & A 1	107.70	77 1/2% 59
21. First 11 1/2%, series due 2010	Aaa	50,000,000		F & A 1	109.64	88 1/2% 74
22. First 17 1/2%, series due 2011	Aaa	75,000,000		M & S 1	116.26	118 1/2% 102
23. First 15 1/2%, series due 2012	Aaa	50,000,000		J & D 1	114.73	113 1/2% 97
24. First pollution control, series A, 1 1/2%, due 2011	Aaa	34,510,000		M & N 1	102.00	
25. First poll. cont. series B, 1 1/2%, due 2012	Aaa	18,450,000		M & N 1	102.00	
26. Debenture 4 1/2%, due 1987	Aaa	6,000,000		J & J 1	100.72	73 1/2% 59 1/2%
27. Debenture 4 1/2%, due 1989	Aaa	10,196,000		J & J 1	101.10	66 1/2% 52
28. Debenture 7 1/2%, due 1994	Aaa	96,658,000		J & J 1	103.77	73 1/2% 57
29. Pollution control rev. bonds (net)	A-1	96,368,000				

#### CAPITAL STOCK

Issue	Par Value	Rating	Amount Outstanding	Earned per Sh. 1982 1981	Divs. per Sh. 1982 1981	Call Price 1982	Price Range 1981
1. \$4 cum. pfd.	No par	"aa1"	70,000 shs.		\$4.00	\$4.00	\$102
2. \$4.50 cum. pfd.	No par	"aa1"	133,786 shs.		4.56	4.56	112
3. \$4.54 cum. pfd.	No par	"aa1"	70,000 shs.		4.84	4.84	101.79
4. \$4.76 cum. pfd.	No par	"aa1"	100,000 shs.		4.76	4.76	102
5. \$4.84 cum. pfd.	No par	"aa1"	150,000 shs.		4.44	4.44	102.61
6. \$7.00 cum. pfd.	No par	"aa1"	250,000 shs.		7.80	7.80	105.20
7. \$7.24 cum. pfd.	No par	"aa1"	300,000 shs.	\$80.36	\$63.43	7.24	7.24
8. \$8.20 cum. pfd.	No par	"aa1"	300,000 shs.		8.20	8.20	107.39
9. \$8.58 cum. pfd.	No par	"aa1"	300,000 shs.		9.32	9.32	106.99
10. \$8.16 cum. pfd.	No par	"aa1"	300,000 shs.		8.68	8.68	106.26
11. \$8.16 cum. pfd.	No par	"aa1"	300,000 shs.		8.16	8.16	106.12
12. \$8.84 cum. pfd.	No par	"aa1"	300,000 shs.		8.84	8.84	108.17
13. \$10.92 cum. pfd.	No par	"aa1"	300,000 shs.		10.92	10.92	114.73

4. Cum. (owned by Texas Utilities)

Call price as of May 2, 1983; subject to change; see text. Bonds also callable at lower price for sinking fund. See text. (1) Represents Company's portion of

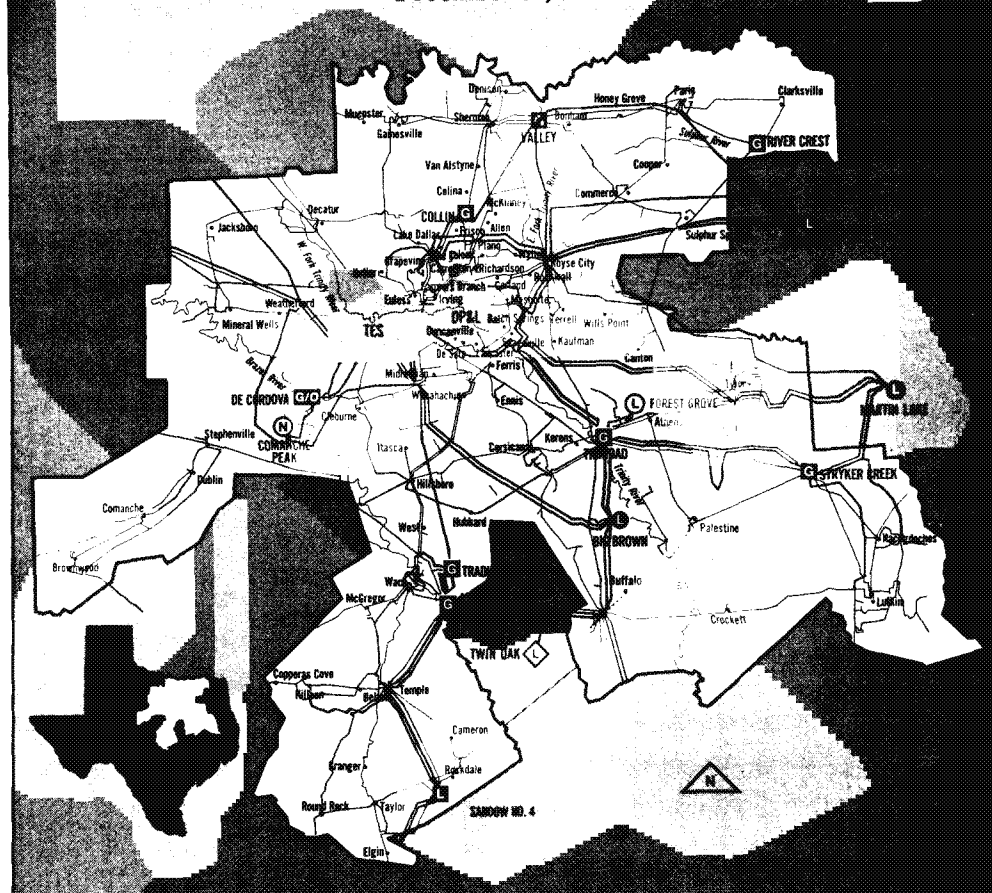
pollution control revenue bonds, 6 1/2%, series 1976, 5 7/8%, series 1977 and 6 1/2%, series 1979 issued by Sabine River Authority of Texas and 7 1/2%, series 1979 sold Dec. 6, 1979 issued by Brazos River Authority, Texas. For details, see Moody's Municipal & Government Manual. (2) Sold Dec. 1, 1982. (3) Sold

2.86 2.56

10.92 \$4.793 \$11.92

# TEXAS POWER & LIGHT COMPANY SYSTEM

December 31, 1982



## System Map Legend

This map of the Company's service area shows generating stations, major transmission lines and towns in which a Division, District or Local Office is located.

### Town with Company Office

## Generating Stations — Owned by Texas Power & Light

- Gas-fueled, Operating
- Gas/Oil-fueled, Operating
- Lignite-fueled, Operating

## Generating Station — Jointly Owned by Texas Power & Light and a large industrial customer

- Lignite-fueled, Under Construction

## Generating Stations — Jointly Owned by Texas Power & Light, Dallas Power & Light and Texas Electric Service

- Lignite-fueled, Operating
- Lignite-fueled, Under Construction
- Generating Station — Jointly Owned by Texas Power & Light, Dallas Power & Light, Texas Electric Service, Texas Municipal Power Agency, Brazos Electric Power Cooperative, Inc. and Tex-La Electric Cooperative of Texas, Inc.
- Nuclear-fueled, Under Construction

## Areas Served by Dallas Power & Light and Texas Electric Service



## Transmission Lines

- 345 KV.
- 138 KV.
- 69 KV.

## HISTORY

Incorporated May 27, 1912, under the laws of Texas to acquire and operate gas, electric power and light properties in Texas. Reincorporated in 1960 under Texas Business Corporation Act.

In 1926, company acquired 35 electric properties in Texas formerly owned by Texas Public Utilities Co. and Mineral Wells Electric Co. In April, 1928, the physical property of the Corsicana Power & Light Co. was added to the system. All gas properties of the company were sold June 1, 1928.

As of Sept. 1, 1930, sold its properties in 16 counties serving 14,000 customers to the Lower Colorado River Authority for slightly more than \$5,000,000.

On Oct. 31, 1957, municipally-owned generating and distribution properties were acquired from city of Terrell, Tex.

On Jan. 1, 1962, acquired for a nominal amount entire capital stock of Bi-Stone Fuel Co. and in May, 1975 it was merged into Texas Utilities Fuel Co.

On Nov. 15, 1979, municipally-owned generating (a 6 MW station) and distribution properties were acquired from city of Commerce, Texas. Company previously served the majority of customers in the city of Commerce.

**Proposed Restructuring and Merger:** Effective Jan. 1, 1984, the Co., Dallas Power & Light Co., and Texas Electric Service Co. will merge into and become divisions of Texas Utilities Inc. In 1983, Texas Electric is a subsidiary of Texas Utilities Co. (parent). For additional information see Texas Utilities Co.

## MANAGEMENT

**Officers**  
Campbell, President & Chief Exec.  
Berman, Vice-President  
Blakely, Vice-President  
Goodenough, Vice-President  
Howard, Vice-President  
Lovell, Vice-President  
Nelson, Vice-President  
Stanphill, Vice-President  
McCart, Secretary & Asst. Treasurer  
Price, Treas. & Asst. Sec.  
McDonough, Jr., Asst. Treas.

**Directors**  
Anderson, Palestine, Texas  
Bachroff, Jr., Sulphur Springs, Texas  
Austin, Jr., Dallas  
Baker, Nacogdoches, Texas  
Mickey, Dallas  
Mankenbecker, Jr., Waxahachie, Tex.  
Campbell, Dallas  
Carpenter, Dallas  
In Gibbs, Paris, Texas  
Lester, Taylor, Tex.  
P. H. Hays, Athens, Tex.  
Holander, Lufkin, Tex.  
Blattner, Dallas  
Liberia, Cleburne, Texas  
Lundgren, Jr., Corsicana, Texas  
Smith, Wylie, Texas  
Lester, Tyler, Texas  
Browder, Brownwood, Texas  
Engineering: Gerson Berman  
Purchasing Agent: H. Holland  
Customer Services: J.M. Nelson  
Mgr. Public Service: J.F. Prickett  
Auditors: Deloitte Haskins & Sells  
**Annual Meeting:** First Wednesday after second Friday in May.

No. of Stockholders: Jan. 10, 1983: Preferred, 4,747; common, 1.

No. of Employees: Dec. 31, 1982, 5,564 (Full-time).

General Office: 1511 Bryan Street, Dallas, TX 75201. Tel.: (214) 748-5411.

## BUSINESS

Company renders electric service in 51 counties having a total area of 46,000 square miles in north central and east Texas. The total population of the area served is estimated at 2,458,000. The company has 432 communities of which 8 have populations in excess of 10,000 and 34 have populations between 2,500 and 10,000. See also 1982, 1981, 1980, 1979, 1978, 1977, 1976, 1975, 1974, 1973, 1972, 1971, 1970, 1969, 1968, 1967, 1966, 1965, 1964, 1963, 1962, 1961, 1960, 1959, 1958, 1957, 1956, 1955, 1954, 1953, 1952, 1951, 1950, 1949, 1948, 1947, 1946, 1945, 1944, 1943, 1942, 1941, 1940, 1939, 1938, 1937, 1936, 1935, 1934, 1933, 1932, 1931, 1930, 1929, 1928, 1927, 1926, 1925, 1924, 1923, 1922, 1921, 1920, 1919, 1918, 1917, 1916, 1915, 1914, 1913, 1912, 1911, 1910, 1909, 1908, 1907, 1906, 1905, 1904, 1903, 1902, 1901, 1900, 1899, 1898, 1897, 1896, 1895, 1894, 1893, 1892, 1891, 1890, 1889, 1888, 1887, 1886, 1885, 1884, 1883, 1882, 1881, 1880, 1879, 1878, 1877, 1876, 1875, 1874, 1873, 1872, 1871, 1870, 1869, 1868, 1867, 1866, 1865, 1864, 1863, 1862, 1861, 1860, 1859, 1858, 1857, 1856, 1855, 1854, 1853, 1852, 1851, 1850, 1849, 1848, 1847, 1846, 1845, 1844, 1843, 1842, 1841, 1840, 1839, 1838, 1837, 1836, 1835, 1834, 1833, 1832, 1831, 1830, 1829, 1828, 1827, 1826, 1825, 1824, 1823, 1822, 1821, 1820, 1819, 1818, 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1153, 1152, 1151, 1150, 1149, 1148, 1147, 1146, 1145, 1144, 1143, 1142, 1141, 1140, 1139, 1138, 1137, 1136, 1135, 1134, 1133, 1132, 1131, 1130, 1129, 1128, 1127, 1126, 1125, 1124, 1123, 1122, 1121, 1120, 1119, 1118, 1117, 1116, 1115, 1114, 1113, 1112, 1111, 1110, 1109, 1108, 1107, 1106, 1105, 1104, 1103, 1102, 1101, 1100, 1099, 1098, 1097, 1096, 1095, 1094, 1093, 1092, 1091, 1090, 1089, 1088, 1087, 1086, 1085, 1084, 1083, 1082, 1081, 1080, 1079, 1078, 1077, 1076, 1075, 1074, 1073, 1072, 1071, 1070, 1069, 1068, 1067, 1066, 1065, 1064, 1063, 1062, 1061, 1060, 1059, 1058, 1057, 1056, 1055, 1054, 1053, 1052, 1051, 1050, 1049, 1048, 1047, 1046, 1045, 1044, 1043, 1042, 1041, 1040, 1039, 1038, 1037, 1036, 1035, 1034, 1033, 1032, 1031, 1030, 1029, 1028, 1027, 1026, 1025, 1024, 1023, 1022, 1021, 1020, 1019, 1018, 1017, 1016, 1015, 1014, 1013, 1012, 1011, 1010, 1009, 1008, 1007, 1006, 1005, 1004, 1003, 1002, 1001, 1000, 999, 998, 997, 996, 995, 994, 993, 992, 991, 990, 989, 988, 987, 986, 985, 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years from completion of construction. In addition, the letters also provide for the Company's purchase of Alcoa's interest in Twin Oak 2 and Service Company's purchase of Alcoa's interest in related mining equipment and lignite reserves. All of the proposed transactions are contingent upon satisfactory settlement of litigation to which Halliburton is a party, regulatory approvals and certain other conditions, including the consummation of definitive agreements. The combined effect of the foregoing transactions is not expected to have a material effect upon the total construction expenditures for the period 1983 through 1985.

The effects of inflation on construction costs and revaluation of growth expectations by the Company and other joint participants may require changes in estimated completed costs and completion dates for certain generating units in design or under construction. Actual expenditures and dates of completion may further vary because of other uncertain factors such as weather conditions, licensing delays, and availability of fuel, labor, materials and capital. At December 31, 1982 construction of the additional generating units and other major projects was on schedule for completion and testing prior to the planned in-service dates. Commitments in connection with the construction program, principally for generating plants and related facilities, are generally revocable by the Company subject to reimbursement to manufacturers for expenditures incurred or other cancellation penalties.

During the period from January 1, 1980 to December 31, 1982 the Company made gross property acquisitions of approximately \$1,201,247,000 and retirements of property of approximately \$81,507,000 resulting in net property additions of approximately \$1,119,740,000. Such gross additions approximated 29% of total electric plant at December 31, 1982.

#### FRANCHISES

Company has franchises to operate in 268 cities and towns; these franchises are generally satisfactory from a business standpoint and free from unusual or burdensome requirements. In Bonham, Temple, Taylor, Paris and Sulphur Springs, right is reserved to cities to purchase company's property within said cities at certain specific periods or at expiration of franchises, generally at the then fair value of the property. The majority of the franchises extend, in the opinion of counsel, beyond maturing bonds.

All franchises and permits are non-exclusive. List of incorporated municipalities having a population of over 4,000 which have granted franchises to company follows:

Municipality	1982 Estimated Population	Expira- tion Year
Addicks	7,635	2003
Allen	10,292	2003
Athens	10,174	1994
Blanch Springs	2,841	2003
Bedford	31,793	2003
Belmead	8,078	2004
Belton	11,089	1985
Bonham	7,130	1985
Brownwood	19,749	1985
Cameron	5,760	2003
Carrollton	53,524	2013
Cedar Hill	8,494	1989
Clarksville	5,030	1987
Cleburne	19,897	1987
Colleyville	7,993	2006
The Colony	14,939	1987
Comanche	4,220	1988
Commerce	8,379	1993
Coppell	5,090	1993
Copperas Cove	21,650	2018
Corsicana	22,879	1993
Crockett	7,545	1993
Decatur	4,264	2009
Denison	24,267	1988
Ennis	12,710	1987
Euless	20,188	1987
Farmers Branch	25,903	1991
Flower Mound	4,850	2011
Gainesville	145,346	2009
Garland	145,346	1990

#### OPERATING STATISTICS

##### ELECTRIC

Customers (average):

	1982	1981	1980	1979	1978	1977	1976
Residential	662,326	638,833	610,463	578,808	549,556	523,858	504,487
Commercial & industrial	92,184	88,806	85,966	84,603	82,112	78,559	74,668
Other	7,901	7,724	7,659	7,330	7,174	7,143	7,003
Total	762,411	735,363	704,088	670,741	638,862	609,560	586,158
M k.w.h. sales:							
Residential	8,660,466	8,079,838	8,451,010	7,334,355	7,520,665	6,921,676	6,048,260
Commercial & industrial	14,105,759	14,136,425	13,558,362	12,964,718	12,338,803	11,637,169	9,625,129
Other	5,465,246	4,931,188	4,458,047	4,500,708	4,126,210	3,449,951	3,098,007
Total	28,231,471	27,147,451	26,467,419	24,799,781	23,985,678	21,808,796	18,771,396

#### OPERATING STATISTICS, YEARS ENDED OR ON DEC. 31

(Data compiled from reports filed with Federal Energy Regulatory Commission)

Grapevine	14,461	2010
Harker Heights	7,934	2011
Hewitt	6,325	2010
Hillboro	7,412	1995
Irving	127,083	1990
Jackboro	4,087	2011
Kaufman	5,016	1987
Keller	1,295	1988
Killeen	51,036	1988
Lancaster	16,304	2010
Lufkin	30,776	2010
McGregor	13,215	1995
McKinney	17,103	1993
McQuisite	72,990	1990
Mineral Wells	14,583	2005
Nacogdoches	29,103	1988
Palestine	16,554	2005
Paris	25,732	1997
Plano	88,207	2003
Richardson	78,244	2003
Robinson	6,424	2005
Rockdale	5,926	2002
Rockwall	6,883	1990
Round Rock	15,211	2003
Rovinsky	9,319	1987
Seagoville	8,128	2013
Sherman	31,487	2004
Stembridge	12,758	2010
Sulphur Springs	13,606	2001
Taylor	10,923	1991
Terrell	44,100	1985
Terrell	44,100	1985
Tyler	73,345	1988
Waco	104,496	1991
Weslaco	15,215	2002
Woodway	7,656	2004

#### REGULATION

See Texas Utilities Company, preceding statement.

#### RESIDENTIAL RATES

Available for single and three phase service July 1, 1982 in all areas.

First 30 kwh, \$7.00; 4.09¢/kwh excess, months May-Oct.; 3.09¢/kwh next 970 kwh; 1.66¢/kwh next 3,500 kwh; 3.02¢/kwh excess, months Nov.-Apr. [For months Dec. and March add 1.00¢/kwh. For months January and February, add 1.50¢/kwh.]

Co.'s rate schedule's generally contain an adjustment clause based on changes in fuel; this clause covers approximately 100% of electric revenues and is collected in current month.

In June, 1982, the Company received a rate order from the PUC which recognized a revenue deficiency for the test year ended September 30, 1981, of approximately \$72 million, or about 5.8%. The new rate schedules were effective in all areas with consumption on or after July 1, 1982.

Prior general rate levels were established effective August 7, 1981, by upward adjustments in electric service rates for all classes of service designed to increase operating revenues for the test year ended December 31, 1980, by approximately \$57 million, or about 5.6%.

#### CONTRACTS

**Power Purchase Contracts:** In addition to power and energy generated at its own plants, Company purchases power and energy under contracts with Southwestern Power Administration and one private industrial company. Maximum capacity available under these contracts in 1982 totalled approximately 95,000 kw, and supplemented Co.'s generating capacity of 7,869,000 kw as of 12-31-82 for carrying Co.'s load.

Power and energy are made available by Company to Dallas Power and Texas Electric mutual and reciprocal basis when and if available.

In 1982, the maximum hourly load on Co. system occurred on August 25, and amounted to 6,128,000 kw, including 6,163,000 kw generated in Company's plant plus 3,899,000 kw received from the following: Alcoa, 33,000 kw; Brazos Electric Power Cooperative Inc., 296,000 kw; Dallas Power & Light Co., 1,657,000 kw; Lower Colorado River Authority, 1,477,000 kw; Texas Electric Service Co., 35,000 kw; Southwestern Power Administration, 35,000 kw; simultaneously 3,924,000 kw were delivered to the following: Brazos Electric Power Cooperative Inc., 520,000 kw;

Dallas Power & Light Co., 1,583,000 kw; Houston Lighting & Power Co., 116,000 kw; Lower Colorado River Authority, 18,000 kw; Texas Electric Service Co., 1,697,000 kw.

**Gas Fuel Contracts:** In 1982, 38.3% of Co.'s fuel requirements were provided by fuel gas. Of this, some 43.8% was supplied by Texas Utilities Fuel Company (Fuel Company), an affiliate, Lone Star Gas Company (Lone Star), supplier of 41.0% of the fuel gas requirements of the Company during the year under contracts expiring through 1991, made short-term curtailments of gas deliveries during certain periods of peak demand on its system supply because of limitations on its capacity of its delivery system. Such curtailments have had no material impact on Company operations. The Company experienced no curtailment from Exxon Co. which provided the remaining 15.2% of fuel gas requirements in 1982 under a contract expiring in 1983.

Exxon Co. supplies a portion of gas requirements at Stryker Creek generating station. Lone Star supplies gas requirements of River Creek generating station and a portion of gas requirements at Val Verde and DeCordova generation stations. The rest of the company's fuel requirements were provided by light gas and 0.4% fuel oil.

Fuel Company owns and operates an intrastate natural gas pipeline system which extends from the gas-producing area of the Permian Basin in west Texas to the Fort Worth-Dallas area and eastward to the Gulf of Mexico. This system includes a one-half interest in a natural gas pipeline which extends 395 miles from the Permian Basin area of west Texas to a point of termination south of the Fort Worth-Dallas area. This 36-inch line has a total initial capacity of 550 million cubic feet of gas per day which can be increased at up to 1,300 million cubic feet per day by the installation of compression. Fuel Company also owns and operates an additional 1,316 miles of various smaller capacity lines which are used to gather and transport natural gas from other gas-producing areas, including the gas fields of east Texas. Pipeline facilities of Fuel Company are interconnected with similar facilities of Old Ocean Fuel Company, a subsidiary of Texas Electric, to form an integrated network through which fuel gas is gathered and transported to certain of the generating stations of the Company, Dallas Power and Texas Electric for use in the generation of electric energy.

Fuel Company has acquired under contracts expiring at intervals through 2001, principally with producers at the wellhead, supplies of gas which are generally expected to be produced over a ten to fifteen year period. As gas production declines and/or contracts expire, new contracts are negotiated to replenish or augment such supplies. During 1981, no curtailments were experienced under these contracts. In addition, Fuel Company has acquired supplies of gas under contracts with Lone Star. Short-term curtailments of gas deliveries have been experienced under the contracts with Lone Star during periods of peak demand on its delivery system; however, such curtailments have been of relatively short duration and have had no major impact on system operations.

Fuel Company also owns and operates underground gas storage facilities with a usable capacity of 22.4 billion cubic feet. Gas stored in these facilities is currently capable of being withdrawn at a rate of approximately 215 million cubic feet per day for use during periods of peak demand or curtailment of deliveries by other gas suppliers.

The average cost of fuel burned at Company generating stations in 1982 was \$189.1¢ per Btu. But the average cost of fuel gas amounted to \$23.6¢ per million Btu and average cost of lignite amounted to 89.2¢ per million Btu.

**Water Contracts:** Company has entered into contracts with public agencies to purchase cooling water for use in generation of electric energy and Company has agreed, in effect, to guarantee the principal, \$91,900,000 at Dec. 31, 1982, and interest on bonds issued to finance the reservoirs from which the water is supplied.

## OPERATING STATISTICS (Cont'd):

	1982	1981	1980	1979	1978	1977	1976
Revenues:							
Residential	\$527,802,372	\$432,963,543	\$380,564,015	\$293,489,359	\$285,748,211	\$256,624,108	\$204,114,315
Commercial & industrial	648,172,201	576,516,423	463,013,956	396,835,521	352,995,712	300,278,036	222,810,849
Other	240,533,314	174,178,877	148,576,563	119,291,586	104,564,216	88,301,564	67,118,894
Total	\$1,416,507,887	\$1,183,658,843	\$992,154,534	\$809,616,466	\$743,308,139	\$645,203,708	\$494,044,048
ELECTRIC ENERGY GENERATED AND PURCHASED (M KWH)							
Generated net station output	29,596,025	28,754,607	28,431,111	25,952,023	24,503,681	22,719,340	19,141,490
Purchased & interchanged (net)	464,790	167,205	218,847	729,425	1,412,136	759,767	1,166,547
Total generated & purchased	30,060,815	28,921,812	28,649,958	26,681,448	25,915,817	22,479,107	20,308,037
System peak load k.w.	6,128,000	5,929,000	5,861,000	5,067,000	5,242,000	4,754,000	4,519,000
SALARIES AND WAGES							
Electric	\$84,348,301	\$69,365,863	\$53,683,530	\$45,988,217	\$39,282,606	\$34,415,359	\$30,934,841
Utility plant	40,220,419	34,569,622	28,565,432	24,215,134	20,718,740	18,643,176	16,843,176
Other	21,733,897	18,842,194	18,314,631	2,507,760	2,506,450	2,057,985	1,183,891
Total	\$146,302,617	\$122,677,679	\$100,563,593	\$72,711,111	\$62,507,796	\$55,972,805	\$50,961,908
[Includes interruptible power to large customer: 1982, 209,000; 1981, none; 1980, 275,000; 1979, 335,000; 1978, 316,000; 1977, 277,000; 1976, 236,000.]							

## INCOME ACCOUNTS

COMPARATIVE INCOME ACCOUNT, YEARS ENDED DEC. 31  
(Taken from reports filed with Federal Energy Regulatory Commission)

	1982	1981	1980	1979	1978	1977	1976
Operating revenue	1,416,508	1,183,658	992,155	809,617	743,308	645,204	494,044
Operating expenses	756,429	627,806	518,027	415,527	371,149	337,678	254,957
Maintenance	105,915	89,761	69,796	55,022	39,657	28,422	20,222
Depreciation	88,424	80,499	69,481	64,152	56,312	49,009	43,671
Taxes other than income	70,080	62,353	49,818	42,411	39,187	31,478	26,301
Federal income taxes	38,742	43,397	18,510	26,649	18,676	13,827	6,057
Deferred Fed. income taxes	35,734	34,374	34,062	3,669	21,864	15,036	11,152
Federal invest. tax cr.	36,136	19,907		42,994	35,021	31,118	19,647
Total oper. expenses	1,131,445	960,047	791,930	643,066	581,866	506,571	382,007
Operating income	285,063	223,612	200,225	166,551	161,442	138,633	112,037
Allow. for equity fds. used during construction	37,943	32,685	27,788	17,499	11,093	13,155	11,388
Other income and deduct. (net)	13,723	10,602	19,403	19,569	18,195	16,972	13,179
Taxes applic. to other inc. & ded.	dr6,707	dr4,926	dr9,071	dr9,091	dr8,751	dr8,205	dr6,430
Total other inc. & ded.	44,959	38,361	38,120	27,977	20,537	21,922	18,137
Total income	330,022	261,973	238,345	194,528	181,979	160,555	130,174
Interest on long term debt	103,344	85,914	79,392	71,280	62,575	51,947	51,494
Amortiz.-debt disc. & exp. net	415	316	280	202	156	148	93
Other interest charges	15,448	3,987	7,007	730	3,189	637	3,804
Allow. for borrowed fds. used during constr.	cr20,146	cr10,520	cr9,957	cr6,326	cr7,027	cr7,512	cr7,720
Net interest charges	99,090	79,697	76,722	65,886	58,893	55,220	47,671
Net income	230,932	182,276	161,623	128,642	123,086	105,335	82,503
Retained earnings, beginning of year	326,118	260,355	196,334	152,263	105,046	70,776	70,776
Preferred dividends	22,757	22,757	21,738	19,377	16,829	16,815	14,388
Common dividends	112,221	93,756	75,864	59,040	59,040	54,000	48,300
Transfer to common equity							dr20,000
Retained earnings, Dec. 31	422,072	326,118	260,355	196,334	152,263	105,046	70,756
[See General Notes (b) and (c) below. [See General Note (c) below. [See note (3) to Common Stock on Balance Sheet below.]							

## Statement of Source of Funds for Construction years ended Dec. 31 (in \$000):

	1982	1981
FUNDS FROM OPERATIONS:		
Net income	230,932	182,276
Depreciation	88,424	80,499
Def. fed. inc. taxes, net	44,928	25,767
Fed. invest. tax cred. net	36,136	19,907
Allow. for fds. used dur. constr.	(58,089)	(43,205)
Total fds. fr. oper.	342,331	265,244
Less—Divs. declared:		
Pfd. stk.	22,757	22,757
Com. stk.	112,221	93,756
Total divs. declared	134,978	116,513
Net fds. fr. oper.	207,353	148,731

## FUNDS FROM FINANCING:

	1982	1981
Sales of Securities:		
First mortgage bds.	74,039	
Other lg.-tm. debt	4,636	
Common stock	75,000	
Retire. of lg.-tm. debt	(15,366)	
Incr. in notes pay. to Texas Util. Co. (parent)	28,500	
Net fds. from financing	166,809	
OTHER SOURCES (USES) OF FUNDS:		
Changes in working cap., excl. notes pay. & lg.-tm. debt due curr.		
Cash in banks & temp. cash invest.	55,389	
Accts. receiv.—net	(13,501)	
Inventories	(7,206)	
Accts. pay.	(7,050)	
Advance pymt. from sale of elec. plant	(90,420)	

Taxes accrued	12,829	26,146
Other, net	5,508	8,911
Net change	(44,351)	42,839
Invest. advances to affil.		3,800
Nuclear fuel		1,571
Sale of electric plant	26,220	
Other, net	(2,641)	(3,453)
Net other sources (uses) of funds	(21,827)	44,757
Total	352,335	308,905
CONSTRUCTION EXPENDITURES:		
Electric plant	410,424	352,110
Allow. for fds. used dur. constr.	(58,089)	(43,205)
CONSTR. EXPEND. (exclg. allow. for funds used dur. constr.)	352,335	308,905

## BALANCE SHEETS

COMPARATIVE BALANCE SHEET, AS OF DEC. 31  
(Taken from reports filed with Federal Energy Regulatory Commission)

	1982	1981	1980	1979	1978	1977	1976
ASSETS							
Net electric plant	3,849,543	3,478,003	3,140,209	2,729,803	2,376,985	2,078,257	1,815,570
Accumulated depreciation	643,553	565,510	494,911	433,158	377,346	325,776	290,873
Net electric plant	3,205,990	2,912,493	2,645,298	2,296,645	1,999,639	1,752,481	1,524,697
Investment advances to affiliates			3,800	2,000	1,200	100,775	67,315
Other investments	1,126	1,050	166	70	38	33	26
Non-current receivables	296	371	331	336	376	467	495
Cash	5,383	6,036	6,175	7,734	10,293	8,502	7,181
Special deposits	6,162	6,185	6,180	6,539	6,872	6,869	6,184
Working funds	18,393	14,600	12,521	9,577	5,894	3,509	1,400
Temporary cash investments (at cost)		54,736				26,458	3,994
Notes receivable	74	98	47	71	112	168	207
Accounts receivable (net)	81,511	70,235	58,433	49,332	42,100	33,093	27,683
Receivables from assoc. companies	4,209	1,984				14	
Interest and dividends receivable	81	242	160	247	42	82	15
Materials and supplies	51,677	44,471	38,280	31,782	30,066	32,351	34,636

## BALANCE SHEETS (Cont'd):

	1982	1981	1980	1979	1978	1977	1976
Prepayments	7,666	6,275	5,513	4,715	4,318	3,842	3,343
Other current & accrued assets	6,520	10,118	7,849	1,006	108	251	401
Total current & accrued assets	181,676	214,980	135,379	111,003	99,819	115,125	85,044
Miscellaneous deferred debits	6,010	6,262	5,553	6,766	6,341	7,200	7,229
Total assets	3,395,098	3,135,156	2,790,527	2,416,820	2,107,413	1,976,081	1,684,806
<b>LIABILITIES</b>							
Common stock	820,500	745,500	660,000	610,000	570,000	570,000	528,000
6.54 preferred stock	13,379	13,379	13,379	13,379	13,379	13,379	13,379
7.54 preferred stock	7,000	7,000	7,000	7,000	7,000	7,000	7,000
7.84 preferred stock	7,000	7,000	7,000	7,000	7,000	7,000	7,000
8.44 preferred stock	10,000	10,000	10,000	10,000	10,000	10,000	10,000
8.44 preferred stock	15,061	15,061	15,061	15,061	15,061	15,061	15,061
8.80 preferred stock	30,030	30,030	30,030	30,030	30,030	30,030	30,030
10.74 preferred stock	25,113	25,113	25,113	25,113	25,113	25,113	25,113
10.74 preferred stock	30,108	30,108	30,108	30,108	30,108	30,108	30,108
10.74 preferred stock	29,625	29,625	29,625	29,625	29,625	29,625	29,625
10.74 preferred stock	29,550	29,550	29,550	29,550	29,550	29,550	29,550
10.74 preferred stock	29,655	29,655	29,655	29,655	29,655	29,655	29,655
10.74 preferred stock	29,591	29,591	29,591	29,591	29,591	29,591	29,591
10.74 preferred stock	29,670	29,670	29,670	29,670	29,670	29,670	29,670
10.74 preferred stock	422,072	422,072	422,072	422,072	422,072	422,072	422,072
10.74 preferred stock	10,524,284	10,524,284	10,524,284	10,524,284	10,524,284	10,524,284	10,524,284
10.74 preferred stock	121,699	119,205	118,022	102,144	72,613	50,900	37,500
Other long term debt	2,704,337	2,470,880	2,221,659	2,012,090	1,768,897	1,720,069	1,494,126
Total capitalization	2,704,337	2,470,880	2,221,659	2,012,090	1,768,897	1,720,069	1,494,126
Accounts payable	42,877	42,877	48,955	50,402	48,056	35,507	15,734
Payables to associated companies	63,134	36,012	105,009	32,467	22,163	17,610	27,566
Customers deposits	11,286	8,024	7,223	6,565	5,474	4,773	4,773
Taxes accrued	86,151	73,322	47,188	19,466	37,488	22,770	17,189
Interest accrued	38,466	28,285	27,349	23,315	23,315	23,299	4,830
Other current liabilities	19,865	20,193	15,509	12,171	6,457	6,017	1,367
Total current & accr. liabilities	252,046	213,894	252,197	148,420	142,953	114,156	92,479
Customers advances for construction	4,761	3,607	2,063	971	2,175	2,579	3,025
Other deferred credits	2,231	90,692	1,493	4,828	6,014	3,859	14
Total deferred credits	6,992	94,299	3,556	5,799	8,189	6,438	3,039
Reserve for insur. & casualties	2,093	2,149	1,621	1,703	2,794	2,662	2,662
Accum. def. Fed. inc. taxes	212,544	167,616	141,849	108,297	81,133	60,306	47,114
Unamortized Fed. invest. tax credits	217,086	186,348	169,645	140,511	103,447	72,450	45,386
Total liabilities	3,395,098	3,135,156	2,790,527	2,416,820	2,107,413	1,976,081	1,684,806
Net current assets	d70,370	1,086	d116,818	d37,417	d43,134	969	d7,435

(1) Includes 250,000 w/o par shares.

(2) See General Note (a) below.

(3) See reserves: 1982, \$3,869,712; 1981, \$2,987,423; 1980, \$2,448,515; 1979, \$1,651,284; 1978, \$1,728,422; 1977, \$1,532,800; 1976, \$1,283,688.

(4) 1982 represented by 19,850,000 w/o par shares.

On Mar. 31, 1982, 2,500,000 common shares were sold to Texas Utilities Co. (parent) for a cash consideration of \$75,000,000.

1981 represented by 37,500,000 w/o par shares. On March 31, 1981, 3,000,000 common shares were sold to Texas Utilities Co. (parent) for a cash consideration of \$85,500,000.

1980 represented by 34,350,000 w/o par shares. On Feb. 14, 1980, 2,000,000 com. shs. were sold to Texas Utilities Co. (parent) for a cash consideration of \$50,000,000.

1979 represented by 32,350,000 w/o par shares. On Feb. 15, 1979, 1,600,000 com. shs. were sold to Texas Utilities Co. (parent) for a cash consideration of \$40,000,000.

On Dec. 14, 1977, 2,000,000 com. shs. were sold to Texas Utilities Co. (parent) for a cash consideration of \$50,000,000.

On Nov. 30, 1976, 2,500,000 common shares were sold to Texas Utilities Co. (parent) for \$60,000,000 cash. Also in Dec. 1976, \$20,000,000 was transferred from retained earnings to stated value of common capital without change in number of shares outstanding.

(5) Represented by 133,786 w/o par shares.

(6) Represented by 70,000 w/o par shares.

(7) Represented by 100,000 w/o par shares.

(8) Represented by 150,000 w/o par shares.

(9) Represented by 300,000 w/o par shares.

(10) See General Note (c) below.

(11) See General Note (a) below.

(12) See General Note (d) below.

(13) Represented by 300,000 w/o par shares.

(14) Includes \$14,000,000 for maturity of 3 1/4% first mortgage bonds due April 1, 1982.

(15) Includes \$8,000,000 for maturity of 3% first mortgage bonds due Oct. 1, 1977.

(16) Includes \$2,975,000 for maturity of 3 1/2% sinking fund debentures due Apr. 1, 1973.

(17) Includes \$2,000,000 for maturity of 3% first mortgage bonds due Apr. 1, 1978.

(18) Includes \$1,455,000 for maturity of non-interest bearing note due Oct. 1, 1978.

## General Notes

(a) Company's Articles of Incorporation, the mortgage, as supplemented, and the debenture agreements contain provisions which, under certain conditions, restrict distribution on or acquisitions of its common stock. At Dec. 31, 1982, \$32,238,891 of retained earnings was thus restricted as a result of provisions of Articles of Incorporation.

(b) Depreciation is based on an amortization of the original cost of depreciable property on a straight line basis over the estimated service lives of the properties. Depreciation provisions in per cent of average depreciable electric plant in service approximated 3.5% for 1975, 3.6% for 1981; 3.5% for 1980; 3.4% for 1979 and 1978; 3.5% for 1977 and 1976; and 3.4% for 1975.

Depreciation used for Federal income tax purposes (including liberalized depreciation see (c) below) approximated \$174,289,000 for 1982; \$165,105,000 for 1981; \$144,697,000 for 1980; \$124,091,000 for 1979; \$103,223,000 for 1978; \$80,904,000 for 1977; and \$68,438,000 for 1976.

(c) Federal income taxes have been reduced by estimated amount of investment credit allowable under the Internal Revenue Code—\$41,558,000 for 1982; \$24,481,000 for 1981; \$37,760,000 for 1980; \$46,139,000 for 1979; \$32,165,000 for 1978; \$32,760,000 for 1977; \$21,080,000 for 1976; including amounts for an Employee Stock Ownership Plan (ESOP) established pursuant to the Tax Reduction Act of 1975. Prior to 1975, depreciation provisions were increased by amounts equal to the investment credit; thereafter to conform to the

requirements of the Revenue Act of 1971, amounts equal to the investment credit have been charged to Federal investment credit adjustments with corresponding credits (except for ESOP amounts) to unamortized Federal investment credits and a ratable portion is being amortized to income over the estimated service lives of the properties.

For Federal income tax purposes only, the company uses liberalized depreciation for property placed in service after 1969 and also the class life depreciation system (ADRS) for property placed in service prior to 1971; amounts equivalent to the income tax reductions resulting therefrom are being offset by charges to deferred Federal income taxes with corresponding credits to accumulated deferred Federal income taxes. Prior to 1964, the Company amortized, for Federal income tax purposes only, a portion of the cost of certain emergency facilities over sixty-month periods, amounts equivalent to the income tax differential resulting therefrom were normalised and are being applied as credits to deferred Federal income taxes at the rate of \$663,000 per year.

(d) Cost of property additions, including replacements of units of property and betterments, is charged to electric plant. An allowance for funds used during construction (AFUDC) has been charged to electric plant at the rate of 9% of expenditures incurred, except for that portion of construction work in progress allowed in rate base by regulatory authorities. Prior AFUDC rates effective Jan. 1, 1981 and Nov. 1979 were 8 1/2% and 8% respectively. Maintenance and repairs of property, and replacements of items determined to be less than units of property, are charged to operating expenses. Accumulated depreciation or depreciation is charged with the cost of units of property retired, plus removal costs, less salvage.

## FINANCIAL &amp; OPERATING RATIOS

(Ratios and data compiled from reports to Federal Energy Regulatory Commission)

	1982	1981	1980	1979	1978	1977	1976
Res. sales % total	30.7	29.8	31.9	29.6	31.4	31.7	32.2
Res. revs. % total	37.3	36.6	38.4	36.3	38.4	39.8	41.3
Res. aver. rate per k.w.h.—cts.	6.2	5.4	4.6	4.1	3.9	3.8	3.5
Res. aver. cost (k.w.h.)	12,411	11,922	12,970	11,682	12,435	11,863	10,666
<b>INCOME ACCOUNT</b>							
% Deprec. of gross operating revenue	6.24	6.80	7.04	7.92	7.58	7.60	8.84
% Maint. of gross operating revenue	7.48	7.75	7.03	6.79	5.34	4.41	4.09
% Depreciation of utility plant	2.30	2.31	2.23	2.35	2.37	2.36	2.41
% Net oper. res. to net util. plant	8.99	7.68	7.37	7.26	8.07	7.9	7.4
Operating ratio—%	72.1	72.9	71.3	68.1	69.1	69.2	69.9
Times charges earn. bef. inc. tax	3.92	4.16	3.94	3.82	4.15	3.77	3.27
Times charges earn. aft. inc. tax	2.47	3.02	2.86	2.78	2.87	2.68	2.49
Times charges & pfd. divs. earn.	2.47	2.41	2.29	2.19	2.28	2.11	1.98
Earned per share preferred	\$8,616	\$63,433	\$56,244	\$49,98	\$54,13	\$46,33	\$40,80
Number of shares—\$4.56 pref.	133,786	133,786	133,786	133,786	133,786	133,786	133,786
—\$4.56 preferred	70,000	70,000	70,000	70,000	70,000	70,000	70,000
—\$4.76 preferred	70,000	70,000	70,000	70,000	70,000	70,000	70,000
—\$4.76 preferred	100,000	100,000	100,000	100,000	100,000	100,000	100,000
—\$4.44 preferred	150,000	150,000	150,000	150,000	150,000	150,000	150,000
—\$7.80 preferred	300,000	300,000	300,000	300,000	300,000	300,000	300,000
—\$7.24 preferred	250,000	250,000	250,000	250,000	250,000	250,000	250,000
—\$8.20 preferred	300,000	300,000	300,000	300,000	300,000	300,000	300,000

## FINANCIAL &amp; OPERATING RATIOS (Cont'd.): 1982

	1981	1980	1979	1978	1977	1976
—\$3.32 preferred	300,000	300,000	300,000	300,000	300,000	300,000
—\$3.68 preferred	300,000	300,000	300,000	300,000	300,000	300,000
—\$3.16 preferred	300,000	300,000	300,000	300,000	300,000	300,000
—\$3.84 preferred	300,000	300,000	300,000	300,000	300,000	300,000
—\$10.92 preferred	300,000	300,000	300,000	300,000	300,000	300,000
—common	39,850,000	37,350,000	34,350,000	32,350,000	30,750,000	28,750,000

## BALANCE SHEET

% total capitalization represented by:

Mortgages	38.98	40.24	40.40	42.12	43.57	44.00
Other debt	4.50	4.82	5.31	4.26	4.01	3.79
Preferred stock	10.57	11.57	12.86	5.08	4.01	4.01
Common stock & retained earnings	45.95	43.37	41.43	40.07	40.83	39.53
% All debt of deprec. plant	38.68	39.14	38.93	36.90	37.38	42.77
% All debt of deprec. plant	36.68	38.23	33.93	41.35	41.01	46.35
Ratio gross plant to gross revs.	3.3-1	3.2-1	3.2-1	3.4-1	3.2-1	3.2-1
% Deprec. to gross plant	16.72	16.26	15.76	15.87	15.88	15.7
% Deprec. to gross plant, common	31.18	\$28.69	\$26.79	\$24.93	\$23.49	\$20.54

## PRICE RANGES

First 3/4s, 1984	85 1/2-71	72 1/2-66	76-64	75 1/2-70	78-72	77 1/2-72	73-64 1/2
First 4 1/2s, 1986	74 1/2-60	65-59	70-60	75 1/2-68	79-72 1/2	79-75	75 1/2-68 1/2
First 4 1/2s, 1988	68 1/2-53	59-52	64-54	71 1/2-63	75 1/2-69 1/2	78 1/2-72	78 1/2-68 1/2
First 4 1/2s, 1991	63 1/2-47	54-47	61-54	66 1/2-59	71 1/2-66 1/2	71 1/2-66 1/2	71 1/2-66 1/2
First 4 1/2s, 1993	58 1/2-41 1/2	48-41	55-42	63 1/2-54	67 1/2-61 1/2	68-66	66 1/2-59 1/2
First 4 1/2s, 1995	54 1/2-38 1/2	45-38	53-41	61 1/2-52	67-60 1/2	69 1/2-63 1/2	67 1/2-59 1/2
First 5 1/2s, 1996	53 1/2-39 1/2	48-39 1/2	56-42	68 1/2-57	70 1/2-64	73-69 1/2	74 1/2-62
First 5 1/2s, 1997	57 1/2-41	51-41	58-44	73 1/2-67 1/2	76-69 1/2	79-73	76 1/2-67
First 6 1/2s, 1998	64-47	56-47	65 1/2-52	76 1/2-65	83 1/2-76 1/2	88 1/2-81 1/2	85 1/2-76 1/2
First 6 1/2s, 2000	75 1/2-58	67-57	81 1/2-64	93 1/2-81	102 1/2-95 1/2	104 1/2-99 1/2	103 1/2-92 1/2
First 7 1/2s, 2001	77 1/2-58	70-58	83 1/2-65	95 1/2-81	102 1/2-95 1/2	103 1/2-95 1/2	106 1/2-95 1/2
First 7 1/2s, 2002	63 1/2-47	56-47	68-53	79 1/2-67	87-79 1/2	92 1/2-87 1/2	90-80 1/2
First 7 1/2s, 2003	65 1/2-49	58-49	71-55	82 1/2-70	90 1/2-82 1/2	95 1/2-90 1/2	93 1/2-83 1/2
First 7 1/2s, 2004	71 1/2-55	64-55	78-66	88 1/2-78	98 1/2-90 1/2	103 1/2-95 1/2	101 1/2-92 1/2
First 7 1/2s, 2005	70 1/2-52 1/2	62-52 1/2	76 1/2-60	87 1/2-76	96 1/2-89 1/2	101 1/2-95 1/2	98 1/2-89 1/2
First 10 1/2s, 2004	84 1/2-65	77-65	92 1/2-73	104 1/2-92	110-101 1/2	111 1/2-106 1/2	113 1/2-106 1/2
First 9 1/2s, 2005	79 1/2-61	72-61	87-78	101 1/2-86	106 1/2-98 1/2	109 1/2-103 1/2	110 1/2-103 1/2
First 8 1/2s, 2006	72 1/2-57	65-57	79 1/2-68	92 1/2-78	101 1/2-93	104 1/2-96 1/2	107 1/2-99 1/2
First 8 1/2s, 2007	69 1/2-52	62-52	76-59	89 1/2-75	97 1/2-89 1/2	102 1/2-96 1/2	104 1/2-99 1/2
First 9 1/2s, 2009	77 1/2-59	70-59	81-67	100 1/2-85	107 1/2-95 1/2	110 1/2-103 1/2	113 1/2-106 1/2
First 1 1/2s, 2010	187 1/2-170	84-70	105 1/2-80 1/2	110 1/2-92	117 1/2-104	120 1/2-107 1/2	123 1/2-110 1/2
First 1 1/2s, 2011	118 1/2-102	102-90 1/2	105 1/2-80 1/2	110 1/2-92	117 1/2-104	120 1/2-107 1/2	123 1/2-110 1/2
First 1 1/2s, 2012	113 1/2-97	102-90 1/2	105 1/2-80 1/2	110 1/2-92	117 1/2-104	120 1/2-107 1/2	123 1/2-110 1/2
Debenture 4 1/2s, 1987	73 1/2-59 1/2	65-59	70 1/2-60 1/2	75-68	77-72 1/2	75 1/2-74	74 1/2-67 1/2
Debenture 4 1/2s, 1988	73 1/2-59 1/2	65-59	70 1/2-60 1/2	75-68	77-72 1/2	75 1/2-74	74 1/2-67 1/2
Debenture 7 1/2s, 1994	73 1/2-57	64-57	73 1/2-60	77-65	71 1/2-67 1/2	72-69 1/2	70-62 1/2
\$4 preferred	43 1/2-30 1/2	39-31 1/2	45 1/2-34	50 1/2-40 1/2	56 1/2-46 1/2	59-54	58-53
\$4.50 preferred	43 1/2-30 1/2	39-31 1/2	45 1/2-34	50 1/2-40 1/2	56 1/2-46 1/2	59-54	58-53
\$4.84 preferred	43 1/2-30 1/2	39-31 1/2	45 1/2-34	50 1/2-40 1/2	56 1/2-46 1/2	59-54	58-53
\$4.76 preferred	43 1/2-30 1/2	39-31 1/2	45 1/2-34	50 1/2-40 1/2	56 1/2-46 1/2	59-54	58-53
\$4.44 preferred	43 1/2-30 1/2	39-31 1/2	45 1/2-34	50 1/2-40 1/2	56 1/2-46 1/2	59-54	58-53
\$7.80 preferred	43 1/2-30 1/2	39-31 1/2	45 1/2-34	50 1/2-40 1/2	56 1/2-46 1/2	59-54	58-53
\$8.20 preferred	43 1/2-30 1/2	39-31 1/2	45 1/2-34	50 1/2-40 1/2	56 1/2-46 1/2	59-54	58-53
\$9.32 preferred	43 1/2-30 1/2	39-31 1/2	45 1/2-34	50 1/2-40 1/2	56 1/2-46 1/2	59-54	58-53
\$8.68 preferred	43 1/2-30 1/2	39-31 1/2	45 1/2-34	50 1/2-40 1/2	56 1/2-46 1/2	59-54	58-53

[Excludes indirect sales (apts., etc.) dwelling units not included in number of customers.]

## LONG TERM DEBT

1. Texas Power &amp; Light Co. first 3 1/2s, series, due 1984:

Rating—Aaa  
 OPEN MORTGAGE—Outstanding, 1984 series, Dec. 31, 1982, \$20,000,000.  
 DATED—Oct. 1, 1954.  
 MATURITY—Nov. 1, 1986.  
 INTEREST—A-COI at office of trustee and Bankers Trust Co., New York.  
 TRUSTEE—RepublicBank, Dallas, N.A., Texas.

DENOMINATION—Coupon, \$1,000; registrable as to principal; fully registered, \$1,000, \$10,000 and multiples of \$1,000. C&R and denominations interchangeable, company has option of making a charge not to exceed \$2 for each bond authenticated and delivered.

CALLABLE—As a whole or in part on 30 days' notice at any time to Sept. 30 incl. as follows:

1982 ..... 100.38 1983 ..... 100.25 1984 ..... 100.00  
 Also callable on like notice for current sinking or improvement fund or replacement fund, or with certain deposited cash and proceeds of property, at special prices to Sept. 30 incl. as follows:

1982 ..... 100.36 1983 ..... 100.25 1984 ..... 100.00  
 SINKING OR IMPROVEMENT FUND—Annually beginning 1964, 1 1/2% of greatest amount of 1984 series bonds outstanding, payable in cash, 1984 series bonds at par or property additions at 60%. Requirements may be anticipated.

SECURITY—Secured equally and ratably with all other bonds issued under the indenture by a direct lien on all property additions now owned or hereafter acquired, subject to certain leases on minor portions of company's property, etc. There are excepted from the lien hereof (i) cash, stocks, bonds and other securities not specifically pledged; (ii) merchandise held for resale, street cars, buses, etc.; (iii) bills, notes and accounts receivable, etc. Mortgage permits release of property as provided.

CREATION OF ADDITIONAL DEBT—Additional series bonds may be issued in principal amount equal to (1) 60% of cost or fair value, whichever is less, of property additions; (2) principal amount of bonds or qualified line bonds retired or then to be retired; and (3) cash deposited with Corporate Trustee for that purpose, but in each case only if adjusted net earnings (as defined) are at least twice annual interest on all first mortgage bonds outstanding and all outstanding debt of prior years, including additional issue, except that net earnings must be required to issue bonds to refund qualified line bonds and such interest is required to be paid only in certain instances specified in the mortgage.

No bonds may be issued on basis of property additions subject to qualified liens, except as provided.

REPLACEMENT FUND—Company will expend for the 8 months ending Dec. 31, 1945, \$966,667; and for 1946 and prior to Jan. 1, 1947, for replacements and improvements, an amount equal to \$1,450,000 plus 2 1/2% of net additions to mortgaged property in each case after Dec. 31, 1944, and prior to Jan. 1, of such year. Such requirements may be met by depositing cash with Trustee; or by certifying gross property additions (which may not thereafter be used for the basis of bond issues, release of property or withdrawal of cash); or by certifying gross expenditures for replacement of operational equipment; or by taking credit for bonds retired. Such cash may be withdrawn on expenditures for gross property additions or on waiver of the right to issue bonds, or applied to retirement of bonds.

EVIDENT RESTRICTIONS—Company will not make any distribution (except dividends in common stock) on or acquire for value any common, unless thereafter and subsequent to Sept. 30, 1947 remaining earned surplus shall at least equal the sum of (1) any excess of expenditures for maintenance and repairs over depreciation and retirement provisions, plus (2) any excess of earned surplus over the sum of (a) \$2,400,000, (b) proceeds from sale of common, (c) contributions to capital in excess of current share less any portion of \$2,000,000 capital contribution by Texas Utilities Co. used for retiring 7% to 6% preferred, and (d) charges to earned surplus other than distributions on common, which depends on preferred, and charges with corresponding credits to depreciation and retirement reserves or utility plant acquisition adjustments or any reserve therefor, and (3) cost (including capital distributions on common) not charged to earned surplus since such date, of reacquisition of common.

RIGHTS UPON DEFAULT—In event of default (60 day grace period provided for interest payment), the Trustee or holders of at least 25% of bonds may declare bonds due and payable immediately.

INDENTURE MODIFICATION—Provisions may be modified, except as provided, with consent of holders of 70% of bonds and holders of one or more, but less than all, series of bonds are affected by such modification, and also by holders of 70% of each series of bonds, so affected, owned by the same corporation of which company holds a majority of voting shares are excluded.

REDEMPTION—Proceeds to redeem first 3 1/2s, due 1984, for construction and other corporate purposes, \$20,000,000 at 102.461 (proceeds to company, 102.041) on Oct. 19, 1984, by Texas Power & Light Co., Blyth & Co., Inc., Kidder, Peabody & Co. and Merrill Lynch, Pierce, Fenner & Beane, New York.

Peabody & Co. and Merrill Lynch, Pierce, Fenner & Beane, New York.

2. Texas Power & Light Co. first 4 1/2s, due 1986:

Rating—Aaa  
 OPEN MORTGAGE—Outstanding, 1986 series, Dec. 31, 1982, \$10,000,000.  
 DATED—Nov. 1, 1956.  
 MATURITY—Nov. 1, 1986.  
 INTEREST—M&N at office of trustee and Bankers Trust Co., New York.  
 TRUSTEE—RepublicBank, Dallas, N.A., Texas.

DENOMINATION—Coupon, \$1,000; registrable as to principal; fully registered, \$1,000, \$10,000 and multiples of \$1,000. C&R and denominations interchangeable, company has option of making a charge not to exceed \$2 for each bond authenticated and delivered.

CALLABLE—As a whole or in part, on 30 days' notice at any time to Oct. 31, incl. as follows:

1981 ..... 101.08 1982 ..... 100.87 1983 ..... 100.65  
 1984 ..... 100.44 1985 ..... 100.22 1986 ..... 100.00  
 Also callable on like notice for current sinking fund or other corporate purposes, or with certain deposited cash and proceeds of released property, to Oct. 31 incl. as follows:

1981 ..... 100.40 1982 ..... 100.34 1983 ..... 100.28  
 1984 ..... 100.21 1985 ..... 100.15 1986 ..... 100.00  
 SINKING OR IMPROVEMENT FUND—Annually beginning 1967, 1 1/2% of greatest amount of 1986 series bonds outstanding, payable in cash, 1986 series bonds at par or property additions at 60%. Requirements may be anticipated.

SECURITY—Secured equally and ratably with all other series.

OTHER PROVISIONS—See (No. 1) above.  
 PURPOSE—Proceeds to repay \$3,000,000, for construction and other corporate purposes, \$10,000,000, for construction and other corporate purposes to company, 100.39 on Nov. 21, 1956 by Halsey, Stuart & Co., Inc., Chicago, and associates.

3. Texas Power & Light Co. first 4 1/2s, due 1988:

Rating—Aaa  
 OPEN MORTGAGE—Outstanding, 1988 series, Dec. 31, 1982, \$12,500,000.  
 DATED—Dec. 1, 1958.  
 MATURITY—Dec. 1, 1988.

INTEREST—J&D at office of trustee and Bankers Trust Co., New York.  
 TRUSTEE—RepublicBank, Dallas, N.A., Texas.

DENOMINATION—Coupon, \$1,000; registrable as to principal; fully registered, \$1,000, \$10,000 and multiples of \$1,000. C&R and denominations interchangeable, company has option of making a charge not to exceed \$2 for each bond authenticated and delivered.



**CALLABLE**—As a whole or in part, on 30 days' notice at any time to Nov. 30 incl., as follows:

1983 ..... 100.95 1984 ..... 100.76 1985 ..... 100.57  
1986 ..... 100.38 1987 ..... 100.19 1988 ..... 100.00  
Also callable on like notice for current sinking or improvement fund or replacement fund or with certain deposited cash and proceeds of released property, at special redemption prices to Nov. 30 incl., as follows:

1983 ..... 100.27 1984 ..... 100.23 1985 ..... 100.23  
1986 ..... 100.17 1987 ..... 100.12 1988 ..... 100.00

**SINKING OR IMPROVEMENT FUND**—Annually, beginning 1971, 1 1/2% of maximum 1991 series bonds outstanding, payable in cash, 1988 series bonds or with property additions at 60%. Requirements may be anticipated.

**SPECIAL BOND RETIREMENT**—If, during any 12 months' period, mortgaged property is disposed of by order of any governmental authority for \$7,500,000 or more, such proceeds will be used to retire bonds at special redemption prices above.

**SECURITY**—Secured equally and ratably with other series.

**OTHER PROVISIONS**—See (No. 1) above. **PURPOSE**—Proceeds for construction and other purposes, including repayment of \$4,000,000 loan from parent company.

**OFFERED**—(\$12,500,000) at 101 (proceeds to company, 100.32) on Feb. 17, 1958 by Kuhn, Loeb & Co., Inc., Kidder, Peabody & Co., and Merrill Lynch, Pierce, Fenner & Smith, New York.

#### 4. Texas Power & Light Co. first 4 1/2%, due 1991:

**Rating**—Aaa  
**OPEN MORTGAGE**—Outstanding, 1991 series, Dec. 31, 1982, \$12,000,000.

**DATED**—Jan. 1, 1961.

**MATURITY**—Jan. 1, 1991.

**INTEREST**—[J&J] at office of trustee or Bankers Trust Co., New York.

**TRUSTEE**—RepublicBank, Dallas, N.A., Dallas, Tex.

**DENOMINATION**—Coupon, \$1,000; registrable as to principal; fully registered, \$1,000, \$10,000 and multiples of \$1,000. C&R and denominations interchangeable; company has option of making a charge not to exceed \$2 for each bond authenticated and delivered.

**CALLABLE**—As a whole or in part, on 30 days' notice at any time to each Dec. 31 incl., as follows:

1982 ..... 101.52 1983 ..... 101.33 1984 ..... 101.14

1985 ..... 100.95 1986 ..... 100.76 1987 ..... 100.57

1988 ..... 100.38 1989 ..... 100.19 1990 ..... 100.00

Also callable on like notice for current sinking or improvement fund or replacement fund or with certain deposited cash and proceeds of released property, to Dec. 31 incl., as follows:

1982 ..... 100.45 1983 ..... 100.41 1984 ..... 100.37

1985 ..... 100.32 1986 ..... 100.27 1987 ..... 100.23

1988 ..... 100.17 1989 ..... 100.12 1990 ..... 100.00

**SINKING OR IMPROVEMENT FUND**—Annually, beginning 1971, 1 1/2% of maximum 1991 series bonds outstanding prior to beginning of such year, payable in cash, 1991 series bonds or with property additions at 60%. Requirements may be anticipated.

**SPECIAL BOND RETIREMENT**—Same as under first 4 1/2% due 1988.

**SECURITY**—Secured equally and ratably with other series.

**OTHER PROVISIONS**—See (No. 1) above.

**PURPOSE**—Proceeds for construction and other purposes, including repayment of \$4,500,000 loan from parent company.

**OFFERED**—(\$12,000,000) at 101 (proceeds to company, 100.39) on Jan. 25, 1961 by Kuhn, Loeb & Co., Inc., Kidder, Peabody & Co., and Merrill Lynch, Pierce, Fenner & Smith, Inc., New York, and associates.

#### 5. Texas Power & Light Co. first 4 1/2%, due 1993:

**Rating**—Aaa  
**OPEN MORTGAGE**—Outstanding, 1993 series, Dec. 31, 1982, \$10,000,000.

**DATED**—Feb. 1, 1963.

**MATURITY**—Feb. 1, 1993.

**INTEREST**—[J&J] at office of trustee and Bankers Trust Co., New York.

**TRUSTEE**—RepublicBank, Dallas, N.A., Dallas, Tex.

**DENOMINATION**—Coupon, \$1,000; registrable as to principal; fully registered, \$1,000, \$10,000 and multiples of \$1,000. C&R and denominations interchangeable; company has option of making a charge not to exceed \$2 for each bond authenticated and delivered.

**CALLABLE**—As a whole or in part, on 30 days' notice at any time to each Jan. 31 incl., as follows:

1982 ..... 102.61 1983 ..... 102.38 1984 ..... 102.14

1985 ..... 101.90 1986 ..... 101.66 1987 ..... 101.43

1988 ..... 101.19 1989 ..... 100.95 1990 ..... 100.72

1991 ..... 100.48 1992 ..... 100.29 1993 ..... 100.00

Also callable on like notice for current sinking or improvement fund or replacement fund or with certain deposited cash and proceeds of released property at special redemption prices to each Jan. 31 incl., as follows:

1982 ..... 101.39 1983 ..... 101.29 1984 ..... 101.20

1985 ..... 101.10 1986 ..... 100.97 1987 ..... 100.80

1988 ..... 100.78 1989 ..... 100.66 1990 ..... 100.54

1991 ..... 100.42 1992 ..... 100.29 1993 ..... 100.00

**SINKING OR IMPROVEMENT FUND**—Annually, beginning 1971, 1 1/2% of maximum 1993 series bonds outstanding prior to beginning of such year, payable in cash, 1993 series

bonds or with property additions at 60%. Requirements may be anticipated.

**SPECIAL BOND RETIREMENT**—Same as under first 4 1/2% due 1988.

**SECURITY**—Secured equally and ratably with other series.

**OTHER PROVISIONS**—See (No. 1) above.

**PURPOSE**—Proceeds for construction and other purposes.

**OFFERED**—(\$10,000,000) at 102.50 (proceeds to company, 101.86) on Feb. 19, 1963 by Halsey, Stuart & Co., Inc., Chicago, and associates.

#### 6. Texas Power & Light Co. first 4 1/2%, due 1995:

**Rating**—Aaa  
**OPEN MORTGAGE**—Outstanding, 1995 series, Dec. 31, 1982, \$14,000,000.

**DATED**—Jan. 1, 1965. **DUE**—Jan. 1, 1995.

**INTEREST**—[J&J] at office of trustee or Bankers Trust Co., N.Y.C.

**TRUSTEE**—RepublicBank, Dallas, N.A., Dallas, Tex.

**DENOMINATION**—Coupon, \$1,000; registrable as to principal; fully registered, \$1,000, \$10,000 and multiples of \$1,000. C&R and denominations interchangeable; company has option of making a charge not to exceed \$2 for each bond authenticated and delivered.

**CALLABLE**—As a whole or in part, on 30 days' notice at any time to each Dec. 31 incl., as follows:

1982 ..... 102.53 1983 ..... 102.30 1984 ..... 102.07

1985 ..... 101.84 1986 ..... 101.61 1987 ..... 101.38

1988 ..... 101.15 1989 ..... 100.92 1990 ..... 100.69

1991 ..... 100.46 1992 ..... 100.25 1993 ..... 100.00

Also callable on like notice for current sinking or improvement fund or replacement fund or with certain deposited cash and proceeds of released property at special redemption prices to each Dec. 31 incl., as follows:

1982 ..... 101.21 1983 ..... 101.13 1984 ..... 101.05

1985 ..... 100.96 1986 ..... 100.87 1987 ..... 100.78

1988 ..... 100.68 1989 ..... 100.58 1990 ..... 100.48

1991 ..... 100.37 1992 ..... 100.25 1993 ..... 100.00

**SINKING OR IMPROVEMENT FUND**—Annually, beginning 1975, 1 1/2% of maximum 1995 series bonds outstanding prior to beginning of such year, payable in cash, 1995 series bonds or with property additions at 60%. Requirement may be anticipated.

**SPECIAL BOND RETIREMENT**—Same as under first 4 1/2% due 1988.

**SECURITY**—Secured equally and ratably with other series.

**OTHER PROVISIONS**—See (No. 1) above.

**PURPOSE**—Proceeds for construction, to repay borrowings of \$6,000,000 from Texas Utilities Co. and for other purposes.

**OFFERED**—(\$14,000,000) at 102.16 (proceeds to Co., 101.5299) on Jan. 20, 1965 by Francis I. du Pont, A.C. Allyn, Inc., NYC, and associates.

#### 7. Texas Power & Light Co. first 5%, due 1996:

**Rating**—Aaa  
**OPEN MORTGAGE**—Outstanding, 1966 series, Dec. 31, 1982, \$20,000,000.

**DATED**—Feb. 1, 1966. **DUE**—Feb. 1, 1996.

**INTEREST**—[J&J] at office of trustee, or Bankers Trust Co., N.Y.C.

**TRUSTEE**—RepublicBank, Dallas, N.A., Dallas, Tex.

**DENOMINATION**—Coupon, \$1,000; registrable as to principal; fully registered, \$1,000 and authorized multiples thereof. C&R interchangeable.

**CALLABLE**—As a whole or in part on at least 30 days' notice to each Jan. 31 incl., as follows:

1982 ..... 103.26 1983 ..... 103.03 1984 ..... 102.80

1985 ..... 102.57 1986 ..... 102.33 1987 ..... 102.10

1988 ..... 101.87 1989 ..... 101.63 1990 ..... 101.40

1991 ..... 101.17 1992 ..... 100.94 1993 ..... 100.70

1994 ..... 100.47 1995 ..... 100.24 1996 ..... 100.00

Also callable on like notice for current sinking or improvement fund or replacement fund or with certain deposited cash and proceeds of released property to each Jan. 31 incl., as follows:

1982 ..... 101.18 1983 ..... 101.13 1984 ..... 101.07

1985 ..... 101.01 1986 ..... 100.95 1987 ..... 100.88

1988 ..... 100.81 1989 ..... 100.74 1990 ..... 100.66

1991 ..... 100.58 1992 ..... 100.50 1993 ..... 100.41

1994 ..... 100.31 1995 ..... 100.22 1996 ..... 100.00

**SINKING FUND**—Annually, cash or bonds, beginning 1976, equal to 1 1/2% of maximum 1996 bonds outstanding prior to beginning of such year. Also payable with property added at any time. Requirements may be anticipated at any time.

**SPECIAL BOND RETIREMENT**—See 1st 4 1/2% due 1988.

**SECURITY**—Secured equally with other series.

**OTHER PROVISIONS**—See (No. 1) above.

**PURPOSE**—Proceeds for construction and other purposes.

**OFFERED**—(\$20,000,000) at 101.75 (proceeds to Co., 101.35) on Jan. 26, 1966 thru Kuhn, Loeb & Co., Blyth & Co., Inc., Kidder, Peabody & Co., Inc., Merrill Lynch, Pierce, Fenner & Smith, Inc., and Faribas Corp., NYC.

#### 8. Texas Power & Light Co. first 5 1/2%, due 1997:

**Rating**—Aaa  
**OPEN MORTGAGE**—Outstg., 1997 series, Dec. 31, 1982, \$30,000,000.

**DATED**—Feb. 1, 1967. **DUE**—Feb. 1, 1997.

**INTEREST**—F&A1 at office of trustee or Bankers Trust Co., New York.

**TRUSTEE**—RepublicBank, Dallas, N.A., Dallas, Tex.

**DENOMINATION**—Coupon, \$1,000; registrable as to principal; fully registered, \$1,000 and authorized multiples thereof.

**CALLABLE**—As a whole or in part on at least 30 days' notice to each Jan. 31 incl., as follows:

1982 ..... 103.26 1983 ..... 103.03 1984 ..... 102.80

1985 ..... 102.57 1986 ..... 102.33 1987 ..... 102.10

1988 ..... 101.87 1989 ..... 101.63 1990 ..... 101.40

1991 ..... 101.17 1992 ..... 100.94 1993 ..... 100.70

1994 ..... 100.47 1995 ..... 100.24 1996 ..... 100.00

Also callable for current sinking or improvement fund or replacement fund or with certain deposited cash and proceeds of released property at special prices to each Jan. 31 incl., as follows:

1983 ..... 100.87 1984 ..... 100.83 1985 ..... 100.79

1986 ..... 100.75 1987 ..... 100.70 1988 ..... 100.65

1989 ..... 100.60 1990 ..... 100.55 1991 ..... 100.49

1992 ..... 100.43 1993 ..... 100.37 1994 ..... 100.31

1995 ..... 100.24 1996 ..... 100.16 1997 ..... 100.00

**SINKING OR IMPROVEMENT FUND**—Annually, beginning 1977, 1 1/2% of maximum 1997 series bonds outstg. prior to beginning of such year, less certain 1997 bonds retired, payments in cash, bonds, or with property additions at 60%. Requirements may be anticipated.

**SPECIAL BOND RETIREMENT**—Same as under 1st 4 1/2% due 1988.

**SECURITY**—OTHER PROVISIONS—See (No. 1) above.

**PURPOSE**—Proceeds to repay \$1,200,000 bonds from Texas Utilities Co., parent, for construction and other general purposes.

**OFFERED**—(\$30,000,000) at 101.25 (proceeds to Co., 100.2699) on Feb. 15, 1967 thru Kuhn, Loeb & Co., Blyth & Co., Inc., Kidder, Peabody & Co., Inc., Merrill Lynch, Pierce, Fenner & Smith, Inc., Francis I. duPont, A.C. Allyn, Inc., & Faribas Corp.

#### 9. Texas Power & Light Co. first 6 1/2%, due 1988:

**Rating**—Aaa  
**OPEN MORTGAGE**—Outstanding, 1998 series, Dec. 31, 1982, \$25,000,000.

**DATED**—Jan. 1, 1968. **DUE**—Jan. 1, 1998.

**INTEREST**—[J&J] at office of trustee or at holders option, Bankers Trust Co., NYC.

**TRUSTEE**—RepublicBank, Dallas, N.A., Dallas, Tex.

**DENOMINATION**—Coupon, \$1,000; registrable as to principal; fully registered, \$1,000 and authorized multiples thereof.

**CALLABLE**—As a whole or in part on at least 30 days' notice to each Dec. 31 incl., as follows:

1983 ..... 103.99 1984 ..... 103.71 1985 ..... 103.42

1986 ..... 103.14 1987 ..... 102.85 1988 ..... 102.57

1989 ..... 102.28 1990 ..... 102.00 1991 ..... 101.71

1992 ..... 101.43 1993 ..... 101.14 1994 ..... 100.85

1995 ..... 100.57 1996 ..... 100.29 1998 ..... 100.00

Also callable for current sinking or improvement fund or replacement fund or with certain deposited cash and proceeds of released property to each Dec. 31 incl., as follows:

1983 ..... 101.19 1984 ..... 101.14 1985 ..... 101.09

1986 ..... 101.03 1987 ..... 100.98 1988 ..... 100.91

1989 ..... 100.85 1990 ..... 100.77 1991 ..... 100.70

1992 ..... 100.62 1993 ..... 100.53 1994 ..... 100.44

1995 ..... 100.36 1996 ..... 100.24 1998 ..... 100.00

**SINKING FUND**—Annually, cash or bonds, beginning 1976, equal to 1 1/2% of maximum 1998 series bonds outstg. prior to beginning of such year, less certain 1998 series bonds retired. Payments in cash, bonds or with property additions at 60%. Requirements may be anticipated.

**SPECIAL BOND RETIREMENT**—Same as under 1st 4 1/2% due 1988.

**SECURITY**—OTHER PROVISIONS—See (No. 1) above.

**PURPOSE**—Proceeds for construction and other general purposes.

**OFFERED**—(\$25,000,000) at 101.64 (proceeds to Co., 100.861) on Jan. 23, 1968 thru First Boston Corp., Eastman Dillon, Union Securities & Real Estate, Salomon Brothers & Hutzler and associates.

#### 10. Texas Power & Light Co. first 6 1/2%, due 2000:

**Rating**—Aaa  
**OPEN MORTGAGE**—Outstg. this series, Dec. 31, 1982, \$30,000,000.

**DATED**—Feb. 1, 1970. **DUE**—Feb. 1, 2000.

**INTEREST**—F&A1.

**TRUSTEE**—RepublicBank, Dallas, N.A., Dallas, Tex.

**DENOMINATION**—Fully registered, \$1,000 and authorized multiples. Transferable without service charge.

**CALLABLE**—As a whole or in part, on at least 30 days' notice, to each Jan. 31 incl., as follows:

1983 ..... 105.65 1984 ..... 105.32 1985 ..... 104.98

1986 ..... 104.65 1987 ..... 104.32 1988 ..... 103.99

1989 ..... 103.66 1990 ..... 103.32 1991 ..... 102.99

1992 ..... 102.66 1993 ..... 102.33 1994 ..... 102.00

1995 ..... 101.66 1996 ..... 101.33 1997 ..... 101.00

1998 ..... 100.67 1999 ..... 100.34 2000 ..... 100.00

Also callable for sinking or improvement fund (which see) or with certain deposited cash and proceeds of released property at special prices to each Jan. 31 incl., as follows:

1981	100.89	1982	100.87	1983	100.85
1984	100.83	1985	100.81	1986	100.78
1987	100.76	1988	100.73	1989	100.69
1990	100.66	1991	100.62	1992	100.58
1993	100.54	1994	100.49	1995	100.43
1996	100.38	1997	100.31	1998	100.25
1999	100.17	2000	100.00		

**SINKING FUND IMPROVEMENT FUND**—Annually, beginning 1980, 1½% of greatest amount of 2000 series bonds outstanding, prior to beginning of such year, less certain 2000 series bonds retired. Payments in cash, bonds, or other property additions at 60%. Requirements may be anticipated.

**SPECIAL BOND RETIREMENT**—Same as last 4½% due 1988.

**OTHER PROVISIONS**—See (No. 1) above.

**PURPOSE**—Proceeds for construction and other corporate purposes.

**OFFERED**—(\$30,000,000) at 101 (proceeds to Co. 100.125) on Feb. 9, 1970 thru Halsey, Stuart & Co., Inc. and Goldman, Sachs & Co. and associates.

**13. Texas Power & Light Co., first 8½%, due 2002:**

**Rating—Aaa**  
**OPEN MTGE**—Outstg., this series, Dec. 31, 1982, \$30,000,000.  
**DATED**—Sept. 1, 1970. **DUE**—Sept. 1, 2000.  
**INTEREST**—M&S1 at office of trustee or Bankers Trust Co., NYC.  
**TRUSTEE**—RepublicBank, Dallas, N.A., Dallas, Tex.

**DENOMINATION**—Fully registered, \$1,000 and authorized multiples thereof. Transferable without service charge.

1983	105.98	1984	105.63	1985	105.28
1986	104.94	1987	104.57	1988	104.22
1989	103.87	1990	103.52	1991	103.17
1992	102.82	1993	102.47	1994	102.11
1995	101.76	1996	101.41	1997	101.06
1998	100.46	2000	100.00		

Also callable for sinking or improvement fund (which see) or replacement fund or with certain deposited cash and proceeds of redeemed property to each Jan. 31, incl., as follows:

1983	101.13	1984	101.10	1985	101.07
1986	101.04	1987	101.00	1988	100.96
1989	100.92	1990	100.88	1991	100.83
1992	100.77	1993	100.71	1994	100.65
1995	100.58	1996	100.50	1997	100.42
1998	100.33	1999	100.23	2000	100.00

**SINKING FUND IMPROVEMENT FUND**—Annually, beginning 1980, 1½% of maximum 2000 series bonds outstanding, prior to beginning of such year, less certain 2000 series bonds retired. Payments in cash, bonds or with property additions at 60%. Requirements may be anticipated.

**SPECIAL BOND RETIREMENT**—Same as last 4½% due 1988.

**SECURITY**—Secured equally and ratably with other series.

**OTHER PROVISIONS**—See (No. 1) above.

**INDENTURE MODIFICATION**—Indenture may be modified, except as provided, with consent of 66⅔% of bonds outstg.

**PURPOSE**—Proceeds for construction and other purposes.

**OFFERED**—(\$30,000,000) at 101.31 (proceeds to Co. 100.543) on Sept. 14, 1970 thru First Boston Corp., Eastman Dillon, Union Securities & Co., Salomon Brothers and associates.

**12. Texas Power & Light Co., first 7½%, due 2001:**

**Rating—Aaa**  
**OPEN MORTGAGE**—Outstg., this series, Dec. 31, 1982, \$30,000,000.  
**DATED**—Feb. 1, 1971. **DUE**—Feb. 1, 2001.  
**INTEREST**—F&A1 at Dallas office of trustee or Bankers Trust Co., NYC.  
**TRUSTEE**—RepublicBank, Dallas, N.A., Dallas, Tex.

**DENOMINATION**—Fully registered, \$1,000 and authorized multiples thereof. Transferable without service charge.

1984	105.47	1985	105.15	1986	104.83
1987	105.04	1988	104.18	1989	103.86
1990	103.92	1991	103.22	1992	102.96
1993	102.58	1994	102.25	1995	101.93
1996	101.61	1997	101.29	1998	100.97
1999	100.65	2000	100.33	2001	100.00

Also callable for sinking fund or renewal and replacement fund (which see) or from proceeds from taking eminent domain or release of property to each Jan. 31, incl., as follows:

1984	101.79	1985	101.73	1986	101.68
1987	101.62	1988	101.56	1989	101.49
1990	101.41	1991	101.34	1992	101.25
1993	101.07	1994	100.95	1995	100.96
1996	100.85	1997	100.73	1998	100.61
1999	100.47	2000	100.33	2001	100.00

**SINKING FUND**—Annually, beginning 1981, 1½% of greatest amount of new bonds outstg., payable in cash, principal amount of new bonds or property additions at 60%. Requirements may be anticipated.

**SPECIAL BOND RETIREMENT**—Same as last 4½% due 1988.

**SECURITY**—Secured equally and ratably with other series.

**OTHER PROVISIONS**—See (No. 1) above.

**PURPOSE**—Proceeds for construction.

**OFFERED**—(\$30,000,000) at 102.194 (proceeds to Co. 101.370) on Feb. 4, 1971 thru Kuhn, Loeb & Co., Kidder, Peabody & Co., Inc., Merrill Lynch, Pierce, Fenner & Smith, Inc. and duPont Glove Forgan, Inc. and associates.

**13. Texas Power & Light Co., first 7½%, due 2002:**

**Rating—Aaa**  
**OPEN MORTGAGE**—Outstg., this series, Dec. 31, 1982, \$40,000,000.  
**DATED**—Feb. 1, 1972. **DUE**—Feb. 1, 2002.  
**INTEREST**—F&A1, at office of trustee or Bankers Trust Co., NYC.  
**TRUSTEE**—RepublicBank, Dallas, N.A., Dallas, Tex.

**DENOMINATION**—Fully registered, \$1,000 and any multiple thereof.

1982	106.00	1983	105.70	1984	105.40
1985	105.10	1986	104.80	1987	104.50
1988	104.20	1989	103.90	1990	103.60
1991	103.30	1992	103.00	1993	102.70
1994	102.40	1995	102.10	1996	101.80
1997	101.50	1998	101.20	1999	100.90
2000	100.60	2001	100.30	2002	100.00

Also callable for sinking fund (which see) at special prices to each Jan. 31 as follows:

1982	101.06	1983	101.04	1984	101.02
1985	100.99	1986	100.96	1987	100.93
1988	100.90	1989	100.87	1990	100.83
1991	100.79	1992	100.76	1993	100.72
1994	100.65	1995	100.60	1996	100.54
1997	100.48	1998	100.42	1999	100.35
2000	100.27	2001	100.19	2002	100.00

**SINKING FUND**—Annually, beginning 1982, 1½% of greatest amount of 2002 series bonds outstg., prior to beginning of such year, less certain such series bonds retired. Payments may be met with property additions at 60%.

**SPECIAL BOND RETIREMENT**—If, during any 12 months' period, mortgaged property is disposed of by order of any governmental authority for \$7,500,000 or more, such proceeds will be used to retire bonds at special prices to be determined. Mortgage may be amended without any consent or other action by holders of 1996 or any subsequent series bonds, including series 2002, to eliminate the foregoing special provisions for retirement of bonds.

**REPLACEMENT FUND**—Co. will expend each year for replacements and improvements in respect of 70% of bonds outstg., and 2½% of net additions to such mortgaged property, made after Dec. 31, 1944, and prior to Jan. 1 for which calculated. Such requirements may be met with cash or gross property additions or by certifying certain automotive equipment or by taking credit for bonds and qualified lien bonds retired. Excess in such credits may be applied against future requirements and such requirements may be met with cash.

**SECURITY**—Secured equally and ratably with all bonds now or hereafter issued under the mortgage.

**ADDITIONAL BONDS**—Bonds of any series may be issued from time to time on basis of (i) 60% of property additions, (ii) retirement of bonds or qualified lien bonds (with certain exceptions), and (iii) deposit of cash. Issuance of bonds on basis of property additions subject to prior liens is restricted.

**INDENTURE MODIFICATION**—Indenture may be modified, except as provided, with consent of 70% of bonds outstg., and less than all series bonds are affected, the consent of 70% of bonds of each series affected.

**RIGHTS ON DEFAULT**—Trustee, of 25% of bonds outstg., may declare principal due and payable (60 days' grace for interest and s.f. payment).

**PURPOSE**—Proceeds to pay loans, (for construction and other corporate purposes).

**OFFERED**—(\$40,000,000) at 101.195 (proceeds to Co. 100.237) on Feb. 8, 1972 thru First Boston Corp., Eastman Dillon, Union Securities & Co., Inc. and Salomon Brothers and associates.

**14. Texas Power & Light Co., first 7½%, due 2003:**

**Rating—Aaa**  
**OPEN MORTGAGE**—Outstanding, 2003 series, Dec. 31, 1982, \$50,000,000.  
**DATED**—Feb. 1, 1973. **DUE**—Feb. 1, 2003.  
**INTEREST**—F&A1, at office of trustee or Bankers Trust Co., NYC.  
**TRUSTEE**—RepublicBank, Dallas, N.A., Dallas, Tex.

**DENOMINATION**—Fully registered, \$1,000 and any multiple thereof.

**CALLABLE**—As a whole or in part on at least 30 days' notice to each Jan. 31, as follows:

1983	106.25	1984	105.94	1985	105.63
1986	105.32	1987	105.00	1988	104.69
1989	104.38	1990	104.07	1991	103.75
1992	103.44	1993	103.13	1994	102.82
1995	102.50	1996	102.19	1997	101.88
1998	101.57	1999	101.25	2000	100.96
2001	100.63	2002	100.32	2003	100.00

Also callable for sinking or improvement fund (which see) or replacement fund or with certain deposited cash and proceeds of redeemed property at special prices to each Jan. 31, as follows:

1983	101.38	1984	101.35	1985	101.32
1986	101.21	1987	101.18	1988	101.15
1989	101.17	1990	101.13	1991	101.08
1992	101.03	1993	100.97	1994	100.91
1995	100.85	1996	100.78	1997	100.71
1998	100.63	1999	100.55	2000	100.45
2001	100.35	2002	100.24	2003	100.00

**SINKING FUND**—Annually, beginning 1983 cash (or bonds) equal to 1½% of greatest amount of 2003 series bonds outstg., prior to beginning of such year, less certain such series bonds retired. Payments may be met with property additions at 60%.

**SPECIAL BOND RETIREMENT**—If, during any 12 months' period, mortgaged property is disposed of by order of any governmental authority for \$7,500,000 or more, such proceeds will be used to retire bonds at special prices to be determined. Mortgage may be amended without any consent or other action by holders of 1996 or any subsequent series bonds, including series 2003, to eliminate the foregoing special provisions for retirement of bonds.

**REPLACEMENT FUND**—Company will expend each year for replacements and improvements in respect of mortgaged, \$1,450,000 plus 2½% of net additions to such mortgaged property, made after Dec. 31, 1944, and prior to Jan. 1 for which calculated. Such requirements may be met with cash or gross property additions or by certifying certain automotive equipment or by taking credit for bonds and qualified lien bonds retired. Excess in such credits may be applied against future requirements and such cash may be withdrawn on similar bases.

**SECURITY**—Secured equally and ratably with all bonds now or hereafter issued under the mortgage.

**ADDITIONAL BONDS**—Bonds of any series may be issued from time to time on basis of (i) 60% of property additions, (ii) retirement of bonds or qualified lien bonds (with certain exceptions), and (iii) deposit of cash. Issuance of bonds on basis of property additions subject to prior liens is restricted.

**INDENTURE MODIFICATION**—Indenture may be modified, except as provided, with consent of 70% of bonds outstg., and, if less than all series bonds are affected, the consent of 70% of bonds of each series affected.

**RIGHTS ON DEFAULT**—Trustee, or 25% of bonds outstg., may declare principal due and payable (60 days' grace for interest and s.f. payment).

**PURPOSE**—Proceeds for construction and other corporate purposes.

**OFFERED**—(\$50,000,000) at 101.562 (proceeds to Co. 101.115) on Jan. 30, 1973 thru Goldman, Sachs & Co., Halsey, Stuart & Co., Inc., Fahn, Webster & Co., Inc., and Smith, Barney & Co., Inc. and associates.

**15. Texas Power & Light Co., first 8½%, due 2004:**

**Rating—Aaa**  
**OPEN MORTGAGE**—Outstg., 2004 series, Dec. 31, 1982, \$50,000,000.  
**DATED**—Feb. 1, 1974. **DUE**—Feb. 1, 2004.  
**INTEREST**—F&A 1 at office of trustee or Bankers Trust Co., NYC.  
**TRUSTEE**—RepublicBank, Dallas, N.A., Dallas, Tex.

**DENOMINATION**—Fully registered, \$1,000 and any multiple thereof.

1984	106.85	1985	106.51	1986	106.17
1987	105.83	1988	105.48	1989	105.14
1990	104.80	1991	104.46	1992	104.11
1993	103.77	1994	103.43	1995	103.09
1996	102.74	1997	102.40	1998	102.06
1999	101.72	2000	101.37	2001	101.03
2002	100.69	2003	100.35	2004	100.00

Also callable for sinking or improvement fund (which see) or replacement fund or with certain deposited cash and proceeds of redeemed property at special prices to each Jan. 31 as follows:

1984	101.51	1985	101.48	1986	101.45
1987	101.41	1988	101.38	1989	101.34
1990	101.29	1991	101.25	1992	101.20
1993	101.14	1994	101.08	1995	101.02
1996	100.95	1997	100.88	1998	100.79
1999	100.71	2000	100.61	2001	100.51
2002	100.40	2003	100.28	2004	100.00

**SINKING FUND**—Annually, beginning 1984 cash (or bonds) equal to 1½% of greatest amount of 2004 series bonds outstg., prior to beginning of such year, less certain such series bonds retired. Payments may be met with property additions at 60%.

**SPECIAL BOND RETIREMENT**—Same as last 7½%, due 2003.

**REPLACEMENT FUND**—Same as last 7½%, due 2003.

**SECURITY**—Secured equally and ratably with all bonds now or hereafter issued under the mte.

**OTHER PROVISIONS**—See (No. 1) above.

**PURPOSE**—Proceeds for construction and other corporate purposes.

**OFFERED**—(\$50,000,000) at 101.68 (proceeds to Co., 101.139) on Feb. 21, 1974 thru

Loeb, Rhoades & Co., Inc., Dillon, Read & Co., Inc., E.F. Hutton & Co., Inc., Weed, & Co. Inc. and Donaldson, Lufkin & Jenrette Securities Corp.

16. Texas Power & Light Co. first 10 1/8%, due 2004.

**Rating—Aaa**  
**OPEN MTGE.**—Outstg., this series, Dec. 31, 1982, \$50,000,000.

**DATED**—Oct. 1, 1974. **DUE**—Oct. 1, 2004.

**INTEREST**—A&O 1 at office of trustee or Bankers Trust Co., N.Y.C.

**TRUSTEE**—RepublicBank, Dallas, N.A., Dallas, Tex.

**DENOMINATION**—Fully registered, \$1,000 and any multiple thereof.

**CALLABLE**—As a whole or in part on at least 30 days' notice to each Sept. 30, as follows:

1981	108.04	1982	107.69	1983	107.34
1984	106.99	1985	106.64	1986	106.29
1987	105.94	1988	105.59	1989	105.24
1990	104.89	1991	104.54	1992	104.19
1993	103.85	1994	103.50	1995	103.15
1996	102.80	1997	102.45	1998	102.10
1999	101.75	2000	101.40	2001	101.05
2002	100.70	2003	100.35	2004	100.00

Also callable for sinking or improvement fund (which see), replacement fund or with certain deposited cash and proceeds of released property at 100.

**SINKING FUND**—Annually, beginning 1984 cash (or bonds) equal to 1 1/4% of greatest amount of 2004 series bonds outstg. prior to beginning of such year, less certain such series bonds retired. Payments may be met with property adding up to 60%.

**SPECIAL BOND RETIREMENT**—Same as 1st 7 1/8%, due 2003.

**REPLACEMENT FUND**—Same as 1st 7 1/8%, due 2003.

**SECURITY**—Secured equally and ratably with all bonds now or hereafter issued under the mte.

**OTHER PROVISIONS**—Same as 1st 7 1/8%, due 2003.

**PURPOSE**—Proceeds for construction and other corporate purposes.

**OFFERED**—(\$50,000,000) at 100 (proceeds to Co., 99.125) on Oct. 2, 1974 thru Salomon, Brothers, Goldman, Sachs & Co., Kidder, Peabody & Co., Inc. and Merrill Lynch, Pierce, Fenner & Smith, Inc. and associates.

17. Texas Power & Light Co. first 9 1/8%, due 2005.

**Rating—Aaa**  
**OPEN MTGE.**—Outstg., this series, Dec. 31, 1982, \$100,000,000.

**DATED**—Apr. 1, 1975. **DUE**—Apr. 1, 2005.

**INTEREST**—A&O 1 at office of trustee or Bankers Trust Co., N.Y.C.

**TRUSTEE**—RepublicBank, Dallas, N.A., Dallas, Tex.

**DENOMINATION**—Fully registered, \$1,000 and any multiple thereof.

**CALLABLE**—As a whole or in part on 30 days' notice to each Mar. 31, as follows:

1982	107.54	1983	107.21	1984	106.88
1985	106.56	1986	106.23	1987	105.90
1988	105.57	1989	105.25	1990	104.92
1991	104.59	1992	104.26	1993	103.94
1994	103.61	1995	103.28	1996	102.95
1997	102.63	1998	102.30	1999	101.97
2000	101.64	2001	101.32	2002	100.99
2003	100.66	2004	100.33	2005	100.00

Also callable for replacement fund (which see) or with certain deposited cash and proceeds of released property at 100.

**SINKING & IMPROVEMENT FUND**—None.

**SPECIAL BOND RETIREMENT**—Same as 1st 7 1/8%, due 2003.

**REPLACEMENT FUND**—Same as 1st 7 1/8%, due 2003.

**SECURITY**—Secured equally and ratably with all bonds now or hereafter issued under the mte.

**OTHER PROVISIONS**—Same as 1st 7 1/8%, due 2003.

**PURPOSE**—Proceeds for construction and other corporate purposes.

**OFFERED**—(\$100,000,000) at 100 (proceeds to Co., 99.125) on Mar. 25, 1975 thru Salomon Brothers, Goldman, Sachs & Co., Kidder, Peabody & Co., Inc. and Merrill Lynch, Pierce, Fenner & Smith, Inc. and associates.

18. Texas Power & Light Co. first 8.60%, due 2008.

**Rating—Aaa**  
**OPEN MTGE.**—Outstg., this series, Dec. 31, 1982, \$100,000,000.

**DATED**—Jan. 1, 1976. **DUE**—Jan. 1, 2006.

**INTEREST**—A&O 1 at office of trustee or Bankers Trust Co., N.Y.C.

**TRUSTEE**—RepublicBank, Dallas, N.A., Dallas, Tex.

**DENOMINATION**—Fully registered, \$1,000 and any multiple thereof.

**CALLABLE**—As a whole or in part on at least 30 days' notice to each Dec. 31, as follows:

1983	106.83	1984	106.53	1985	106.23
1986	105.94	1987	105.64	1988	105.34
1989	105.05	1990	104.75	1991	104.45
1992	104.16	1993	103.86	1994	103.56
1995	103.27	1996	102.97	1997	102.67
1998	102.38	1999	102.08	2000	101.78
2001	101.49	2002	101.19	2003	100.89
2004	100.60	2005	100.30	2006	100.00

Also callable for replacement fund (which see) or with certain deposited cash and proceeds of released property at 100.

**SINKING & IMPROVEMENT FUND**—None.

**SPECIAL BOND RETIREMENT**—Same as 1st 7 1/8%, due 2003.

**REPLACEMENT FUND**—Same as 1st 7 1/8%, due 2003.

**SECURITY**—Secured equally and ratably with all bonds now or hereafter issued under the mte.

**OTHER PROVISIONS**—Same as 1st 7 1/8%, due 2003.

**PURPOSE**—Proceeds for construction, to repay short-term loans from Texas Utilities Co.

**OFFERED**—(\$100,000,000) at 100 (proceeds to Co., 99.125) on Jan. 20, 1976 thru Salomon Brothers, Goldman, Sachs & Co., Kidder, Peabody & Co., Inc. and Merrill Lynch, Pierce, Fenner & Smith, Inc. and associates.

19. Texas Power & Light Co. first 8 1/8%, due 2007.

**Rating—Aaa**  
**OPEN MTGE.**—Outstg., this series, Dec. 31, 1982, \$100,000,000.

**DATED**—Feb. 1, 1977. **DUE**—Feb. 1, 2007.

**INTEREST**—F&A 1 at office of trustee or Bankers Trust Co., N.Y.C.

**TRUSTEE**—RepublicBank, Dallas, N.A., Dallas, Tex.

**DENOMINATION**—Fully registered, \$1,000 and any multiple thereof. Transferable without service charge.

**CALLABLE**—As a whole or in part on at least 30 days' notice to Jan. 31 as follows:

1982	106.86	1983	106.56	1984	106.26
1985	105.99	1986	105.69	1987	105.39
1988	104.84	1989	104.54	1990	104.24
1991	103.94	1992	103.64	1993	103.34
1994	103.13	1995	102.83	1996	102.53
1997	102.28	1998	101.98	1999	101.68
2000	101.43	2001	101.14	2002	100.86
2003	100.57	2004	100.27	2005	100.00

Not callable, however, prior to Feb. 1, 1982 thru refunding at interest cost less than 8.2791% per annum. Also callable for replacement fund (which see) or with certain deposited cash and proceeds of released property on like notice to each Jan. 31 as follows:

1984	106.53	1985	106.23	1986	105.93
1987	105.50	1988	105.20	1989	104.90
1990	104.67	1991	104.37	1992	104.05
1993	103.43	1994	103.13	1995	102.83
1996	102.38	1997	102.08	1998	101.78
1999	101.32	2000	101.02	2001	100.72
2002	100.24	2003	100.00	2004	100.00
2005	100.14	2006	100.00	2007	100.00

**SPECIAL BOND RETIREMENT**—None.

**OTHER PROVISIONS**—Same as 1st 7 1/8%, due 2003.

**PURPOSE**—Proceeds for construction and other corporate purposes.

**OFFERED**—(\$100,000,000) at 100.555 plus accrued interest (proceeds to Co., 99.680) on Jan. 25, 1977 thru First Boston Corp., Bache Halsey Stuart Inc. and Salomon Brothers and associates.

20. Texas Power & Light Co. first 9 1/8%, due 2008.

**Rating—Aaa**  
**OPEN MTGE.**—Outstg., this series, Dec. 31, 1982, \$100,000,000.

**DATED**—Feb. 1, 1979. **DUE**—Feb. 1, 2009.

**INTEREST**—A&O 1 at office of trustee or Bankers Trust Co., N.Y.C.

**TRUSTEE**—RepublicBank, Dallas, N.A., Dallas, Tex.

**DENOMINATION**—Fully registered, \$1,000 and any multiple thereof. Transferable without service charge.

**CALLABLE**—As a whole or in part at any time on at least 30 days' notice to each Jan. 31 as follows:

1983	108.01	1984	107.70	1985	107.39
1986	106.94	1987	106.63	1988	106.32
1989	105.16	1990	104.85	1991	104.54
1992	103.24	1993	102.93	1994	102.62
1995	101.31	1996	101.01	1997	100.70
1998	100.39	1999	100.08	2000	99.78
2001	100.47	2002	100.16	2003	100.15
2004	101.54	2005	101.24	2006	100.93
2007	100.62	2008	100.31	2009	100.00

Also callable, on like notice, for the replacement fund or with certain deposited cash and proceeds of released property at 100. Not callable, however, prior to Feb. 1, 1984 thru refunding at an interest cost of less than 9.4792% per annum.

**SINKING FUND**—None.

**OTHER PROVISIONS**—Same as 1st 7 1/8%, due 2003.

**PURPOSE**—Proceeds will be used for Co.'s construction program and for other corporate purposes.

**OFFERED**—(\$100,000,000) at 99.552 plus accrued interest (proceeds to Co., 98.969) on Feb. 6, 1979 thru Salomon Brothers, Goldman, Sachs & Co., Inc., Dillon, Read & Co., Inc., First Boston Corp., Merrill Lynch White Weld Capital Markets Group and associates.

21. Texas Power & Light Co. first 11 1/8%, due 2010.

**Rating—Aaa**  
**OPEN MTGE.**—Outstg., this series Dec. 31, 1982, \$50,000,000.

**DATED**—May 1, 1980. **DUE**—May 1, 2010.

**INTEREST**—M&N 1 at office of trustee or Bankers Trust Co., N.Y.C.

**TRUSTEE**—RepublicBank, Dallas, N.A., Dallas, Tex.

**DENOMINATION**—Fully registered, \$1,000 and any multiple thereof. Transferable without service charge.

**CALLABLE**—As a whole or in part at any time on at least 30 days' notice to each Apr. 30 as follows:

1981	110.75	1982	110.38	1983	110.01
1984	109.64	1985	109.27	1986	108.90
1987	108.53	1988	108.16	1989	107.79
1990	107.42	1991	107.05	1992	106.68
1993	106.31	1994	105.94	1995	105.57
1996	105.19	1997	104.82	1998	104.45
1999	104.08	2000	103.71	2001	103.34
2002	102.97	2003	102.60	2004	102.23
2005	101.86	2006	101.49	2007	101.12
2008	100.75	2009	100.38	2010	100.00

Not callable, however, prior to May 1, 1985 thru refunding at an interest cost of less than 11.5545% per annum. Also callable for replacement fund (which see) on or after May 1, 1990 and at any time with certain deposited cash and proceeds of released property at 100.

**SECURITY**—OTHER PROVISIONS—Same as 1st 7 1/8%, due 2003.

**PURPOSE**—Proceeds will be used for Co.'s construction program and for other corporate purposes including repayment of short-term loans.

**OFFERED**—(\$50,000,000) at 99.375 plus accrued interest (proceeds to Co., 98.50) on May 15, 1980 thru Salomon Brothers, Goldman, Sachs & Co., Kidder, Peabody & Co., Inc., Merrill Lynch White Weld Capital Markets Group and associates.

22. Texas Power & Light Co. first 17 1/8%, due 2011.

**Rating—Aaa**  
**OPEN MTGE.**—Outstg., Dec. 31, 1982, \$75,000,000.

**DATED**—Sept. 1, 1981. **DUE**—Sept. 1, 2011.

**INTEREST**—M&S 1

**TRUSTEE**—RepublicBank Dallas, N.A., Dallas, Tex.

**DENOMINATION**—Fully registered, \$1,000 and any multiple thereof. Transferable and exchangeable without service charge.

**CALLABLE**—As a whole or in part at any time on at least 30 days' notice to each Aug. 31, as follows:

1982	116.93	1983	116.26	1984	115.58
1985	114.90	1986	114.23	1987	113.55
1988	112.87	1989	112.19	1990	111.51
1991	110.84	1992	110.16	1993	109.48
1994	108.81	1995	108.13	1996	107.45
1997	106.77	1998	106.10	1999	105.42
2000	104.74	2001	104.06	2002	103.39
2003	102.36	2004	102.03	2005	101.35

and thereafter at 100. Not callable, however, prior to Sept. 1, 1986 thru refunding at an interest cost of less than 17.5737% per annum. Also callable on or after Sept. 1, 1991 for the replacement fund and at any time with certain deposited cash and proceeds of release property at 100.

**SINKING AND IMPROVEMENT FUND**—None.

**SECURITY**—OTHER PROVISIONS—Same as 1st 7 1/8%, due 2003.

**PURPOSE**—Proceeds will be used to meet expenditures for construction and for other corporate purposes, including the repayment of short-term loans from Texas Utilities incurred for similar purposes.

**OFFERED**—(\$75,000,000) at 99.435 plus accrued interest (proceeds to Co., 98.560) on Sept. 10, 1981 thru Salomon Brothers, Bache Halsey Stuart Shields Inc., Kidder, Peabody & Co., Inc., Merrill Lynch White Weld Capital Markets Group and associates.

23. Texas Power & Light Co. first 15 1/8%, due 2012.

**Rating—Aaa**  
**OPEN MTGE.**—Outstg., this series, Dec. 31, 1982, \$50,000,000.

**DATED**—June 1, 1981. **DUE**—June 1, 2012.

**INTEREST**—F&D 1

**TRUSTEE**—RepublicBank Dallas, N.A., Dallas, Tex.

**DENOMINATION**—Fully registered, \$1,000 and any multiple thereof. Transferable without charge.

**CALLABLE**—As a whole or in part at any time on at least 30 days' notice to each May 31 as follows:

1981	115.58	1982	115.26	1983	
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1983 .....115.38 1984 .....114.73 1985 .....114.09  
 1986 .....115.45 1987 .....112.81 1988 .....112.17  
 1989 .....115.59 1990 .....109.91 1991 .....108.25  
 1992 .....109.61 1993 .....108.97 1994 .....110.25  
 1995 .....107.69 1996 .....107.05 1997 .....106.41  
 1998 .....105.77 1999 .....105.13 2000 .....104.48  
 2001 .....103.84 2002 .....103.20 2003 .....102.64  
 2004 .....101.92 2005 .....101.28 2006 .....100.64  
 and thereafter at 100 plus accrued interest.  
 Not callable, however, prior to June 1, 1987 if such redemption is for the purpose of refunding such bonds through the use, directly or indirectly, of funds borrowed by Co. at an effective interest cost of less than 10.6984% per annum for the term of the replacement fund prior to or with certain deposited cash and proceeds of released property at 100. The new bonds may not be redeemed at 100 for the replacement fund prior to June 1, 1992, but may be redeemed at 100 at any time with certain deposited cash, and proceeds of released property.

**REPLACEMENT FUND**—So long as any bonds issued prior to 1978 are outstanding, in addition to actual expenditures for maintenance and repairs, there shall be expended for the next 10 years, or until the completion of improvements in respect of the mortgaged electric, gas, steam and/or hot water utility property and automatic equipment, \$1,450,000 plus 1.74% of net income for such period. The replacement fund may be applied against the mortgaged property made after December 31, 1944 and prior to the beginning of the year for which calculated. Such requirement may be met with cash or with property additions, as evidenced by certifying net cash expenditures for certain automotive equipment or by taking credit for bonds and qualified lien bonds retired. Any excess in such credits may be applied against future requirements. Such cash may be withdrawn on similar bases.

**SECURITY**—The new bonds together with other bonds will be secured by 1st mortgage lien on all of the present properties of Co., subject to adjustments.

**CREATION OF ADDITIONAL DEBT**—The maximum principal amount of bonds which may be issued under the mortgage is not limited. Bonds of any series may be issued from time to time on the basis of (1) 60% of property additions, subject to adjustments to retirements; (2) retirement of bonds or qualified prior lien bonds; and (3) deposit of cash. Property additions generally include electric, gas, steam and/or hot water utility property acquired after December 31, 1944, but may not include securities, automobiles, other vehicles or aircraft, or property acquired principally for the production or gathering of natural gas. With certain exceptions in the case of (2) above, the issuance of bonds is subject to the earnings for 12 months prior to 12 months before income taxes being at least twice the annual interest requirements on all bonds at the time outstanding and all indebtedness of prior rank. Such adjustments and earnings are computed after provision for retirement and depreciation of property equal to the replacement fund requirements for such period. It is expected that the new bonds will be issued upon the basis of 60% of unfunded net property additions. Following the issuance of new bonds, Co. will have remaining unfunded net property additions as of March 31, 1982 of approximately \$1,387,000. In general, when the bonds of all series issued prior to 1978 have been retired, property additions theretofore funded to satisfy sinking or improvement funds for such series will revert to unfunded status, and such property additions as well as any bonds theretofore used to satisfy such prior series sinking or improvement funds will become available as the basis for the issuance of additional bonds. The issuance of bonds on the basis of property additions subject to prior lien is restricted. The amount of prior liens on mortgaged property acquired after the date of delivery of the mortgage may be increased subsequent to the acquisition of such property provided that, if any property subject to such prior lien shall have been made the basis of any application under the mortgage, all the additional obligations are deposited with the trustee or the trustee or other holder of a qualified lien.

**INDENTURE MODIFICATION**—Indenture may be modified, except as provided, with consent of 70% of bonds outstanding.

**RIGHTS ON DEFAULT**—Trustee, or 25% of bonds outstanding, may declare principal due and payable (60 days' grace for payment of interest).

**PURPOSE**—Proceeds together with funds derived from Co.'s operations, used to meet expenditures for the program and for other corporate purposes, including the repayment of short-term loans from Texas Utilities.

**OFFERED**—(\$5,000,000 at \$99.50 plus accrued interest (proceeds to Co. 98.625) on June 10, 1982 thru Salomon Brothers Inc., Peabody & Co., Inc. and associates.  
 24. Texas Power & Light Co. 13 1/8, coll. pool. 1982 ser. A, due 2011:  
**Rating—Aaa**  
**OPEN MORTGAGE**—Outstg. this series, Dec. 31, 1982, \$34,510,000.

**DATED**—Nov. 1, 1981. DUE—November 1, 2011.  
**TRUSTEE**—RepublicBank, Dallas, N.A., Dallas, Texas.  
**DENOMINATION**—Coupon, \$5,000, registerable as to principal.

**CALLABLE**—On and after November 1, 1981, at 100 or in part at any time on at least 30 days' notice to October 31, incl., as follows: 1987—102, 1988—101 1/4, 1989—101, 1990—100 1/2, thereafter at 100.

**EXTRAORDINARY REDEMPTION**—May be called at 100 if (a) operation of plant is deemed impracticable, uneconomical or undesirable, (b) operation of facilities is deemed impracticable, uneconomical or undesirable due to imposition of taxes, changes in technology, environmental standards or legal requirements (c) condemnation or taken by eminent domain or (d) enjoined or prohibited by law.

**SECURITY—OTHER PROVISIONS**—Same as first 7 1/8, due 2003.

**PURPOSE**—Construction of certain air pollution control equipment at Units 1, 2 and 3 at the Martin Lake Steam Electric Generating Station in Rusk County, Texas.

**CALLABLE**—On and after November 1, 1982, at 100 or in part at any time on at least 30 days' notice to October 31, incl., as follows: 1987—102, 1988—101 1/4, 1989—101, 1990—100 1/2, thereafter at 100.

**EXTRAORDINARY REDEMPTION**—May be called at 100 if (a) operation of plant is deemed impracticable, uneconomical or undesirable, (b) operation of facilities is deemed impracticable, uneconomical or undesirable due to imposition of taxes, changes in technology, environmental standards or legal requirements (c) condemnation or taken by eminent domain or (d) enjoined or prohibited by law.

**SECURITY—OTHER PROVISIONS**—Same as first 7 1/8, due 2003.

**PURPOSE**—Construction of certain air and water pollution control facilities at Units 1, 2 and 3 at the Martin Lake Steam Electric Generating Station in Rusk County, Texas and at Units 1, 2 and 3 of the Monticello Steam Electric Station in Titus County, Texas.

**CALLABLE**—On and after November 1, 1982, at 100 or in part at any time on at least 30 days' notice to October 31, incl., as follows: 1987—102, 1988—101 1/4, 1989—101, 1990—100 1/2, thereafter at 100.

**EXTRAORDINARY REDEMPTION**—May be called at 100 if (a) operation of plant is deemed impracticable, uneconomical or undesirable, (b) operation of facilities is deemed impracticable, uneconomical or undesirable due to imposition of taxes, changes in technology, environmental standards or legal requirements (c) condemnation or taken by eminent domain or (d) enjoined or prohibited by law.

**SECURITY—OTHER PROVISIONS**—Same as first 7 1/8, due 2003.

**PURPOSE**—Construction of certain air and water pollution control facilities at Units 1, 2 and 3 at the Martin Lake Steam Electric Generating Station in Rusk County, Texas and at Units 1, 2 and 3 of the Monticello Steam Electric Station in Titus County, Texas.

**CALLABLE**—On and after November 1, 1982, at 100 or in part at any time on at least 30 days' notice to October 31, incl., as follows: 1987—102, 1988—101 1/4, 1989—101, 1990—100 1/2, thereafter at 100.

**EXTRAORDINARY REDEMPTION**—May be called at 100 if (a) operation of plant is deemed impracticable, uneconomical or undesirable, (b) operation of facilities is deemed impracticable, uneconomical or undesirable due to imposition of taxes, changes in technology, environmental standards or legal requirements (c) condemnation or taken by eminent domain or (d) enjoined or prohibited by law.

**SECURITY—OTHER PROVISIONS**—Same as first 7 1/8, due 2003.

**PURPOSE**—Construction of certain air and water pollution control facilities at Units 1, 2 and 3 at the Martin Lake Steam Electric Generating Station in Rusk County, Texas and at Units 1, 2 and 3 of the Monticello Steam Electric Station in Titus County, Texas.

**CALLABLE**—On and after November 1, 1982, at 100 or in part at any time on at least 30 days' notice to October 31, incl., as follows: 1987—102, 1988—101 1/4, 1989—101, 1990—100 1/2, thereafter at 100.

**EXTRAORDINARY REDEMPTION**—May be called at 100 if (a) operation of plant is deemed impracticable, uneconomical or undesirable, (b) operation of facilities is deemed impracticable, uneconomical or undesirable due to imposition of taxes, changes in technology, environmental standards or legal requirements (c) condemnation or taken by eminent domain or (d) enjoined or prohibited by law.

**SECURITY—OTHER PROVISIONS**—Same as first 7 1/8, due 2003.

**PURPOSE**—Construction of certain air and water pollution control facilities at Units 1, 2 and 3 at the Martin Lake Steam Electric Generating Station in Rusk County, Texas and at Units 1, 2 and 3 of the Monticello Steam Electric Station in Titus County, Texas.

**CALLABLE**—On and after November 1, 1982, at 100 or in part at any time on at least 30 days' notice to October 31, incl., as follows: 1987—102, 1988—101 1/4, 1989—101, 1990—100 1/2, thereafter at 100.

**EXTRAORDINARY REDEMPTION**—May be called at 100 if (a) operation of plant is deemed impracticable, uneconomical or undesirable, (b) operation of facilities is deemed impracticable, uneconomical or undesirable due to imposition of taxes, changes in technology, environmental standards or legal requirements (c) condemnation or taken by eminent domain or (d) enjoined or prohibited by law.

**SECURITY—OTHER PROVISIONS**—Same as first 7 1/8, due 2003.

**PURPOSE**—Construction of certain air and water pollution control facilities at Units 1, 2 and 3 at the Martin Lake Steam Electric Generating Station in Rusk County, Texas and at Units 1, 2 and 3 of the Monticello Steam Electric Station in Titus County, Texas.

**CALLABLE**—On and after November 1, 1982, at 100 or in part at any time on at least 30 days' notice to October 31, incl., as follows: 1987—102, 1988—101 1/4, 1989—101, 1990—100 1/2, thereafter at 100.

**EXTRAORDINARY REDEMPTION**—May be called at 100 if (a) operation of plant is deemed impracticable, uneconomical or undesirable, (b) operation of facilities is deemed impracticable, uneconomical or undesirable due to imposition of taxes, changes in technology, environmental standards or legal requirements (c) condemnation or taken by eminent domain or (d) enjoined or prohibited by law.

ny, if thereby any company property would become subject to lien, unless debentures are secured, equally and ratably with any other debt similarly entitled, by a direct prior lien on all such property.

**DIVIDEND RESTRICTIONS**—Except with consent of 66 2/3% of debentures, company will not pay any dividend (except in common stock) or make any distribution on or acquire for value any common in excess of (1) 75% of net income available for common for 12 months next preceding a date 35 days prior to date of such payment; if then or thereafter ratio of common and preferred stock equity to total capitalization is less than 33 1/3% but not less than 25%; or (2) 50% of such net income if such ratio is less than 25%.

**RIGHTS ON DEFAULT**—In event of default (60 day grace period for interest or sinking fund payment), trustee may and on request of a majority of debentures shall, or 25% of debentures may, accelerate maturity.

**PURPOSE**—Proceeds to repay loans and for construction.

**OFFERED**—(\$10,000,000) at 101.113 (proceeds to company, 100.479) on Jan. 24, 1962 by White, Weld & Co., New York, and associates.

27. Texas Power & Light Co. debenture 4 1/8, due 1989:

**Rating—Aaa**  
**AUTH.**—\$15,000,000; outstanding, Dec. 31, 1982, \$10,196,000.

**DATED**—Jan. 1, 1964. DUE—Jan. 1, 1989.  
**INTEREST**—J&J at office of trustee or Morgan Guaranty Trust Co., NYC.

**TRUSTEE**—First National Bank, Dallas, Tex.  
**DENOMINATION**—Coupon, \$1,000; registerable as to principal; fully registered, \$1,000, \$10,000 and multiples of \$1,000. C&R and denominations interchangeable, company has option of making a charge not to exceed \$2 for each debenture authenticated and delivered.

**CALLABLE**—As a whole or in part, on at least 30 days' notice at any time to each Dec. 31, incl., as follows:  
 1981 .....101.32 1982 .....101.10 1984 .....100.88  
 1985 .....100.56 1986 .....100.44 1987 .....100.22  
 1988 .....100.00

Also callable on like notice for sinking fund to each Dec. 31, incl., as follows:  
 1981 .....100.12 1982 .....100.10 1983 .....100.27  
 1984 .....100.21 1985 .....100.19 1986 .....100.14  
 1987 .....100.10 1988 .....100.00

**SINKING FUND**—Each Apr. 1, 1969-88, cash (or debts), to retire \$300,000 debts, by purchase or call at not exceeding special redemption prices. Payments may be anticipated.

**SECURITY**—Not secured.

**OTHER PROVISIONS**—Same as deb. 4 1/8, due 1987.

**PURPOSE**—Proceeds to construct new facilities and for other purposes.

**OFFERED**—(\$15,000,000) at 100% (proceeds to Co., 100.18) on Jan. 21, 1964 by Kuhn, Loeb & Co., Inc., Blyth & Co., Inc., Kidder, Peabody & Co., Inc., Merrill Lynch, Pierce, Fenner & Smith, Inc., and Salomon Bros., NYC.

28. Texas Power & Light Co. debenture 7 1/8, due 1984:

**Rating—Aaa**  
**AUTH.**—\$20,000,000; outstanding, Dec. 31, 1982, \$15,658,000.

**DATED**—Apr. 1, 1969. DUE—Apr. 1, 1994.  
**INTEREST**—A&O at office of trustee or Morgan Guaranty Trust Co., NYC.

**TRUSTEE**—First National Bank, Dallas, Tex.  
**DENOMINATION**—Fully registered, \$1,000 and authorized multiples thereof. Transferable without charge.

**CALLABLE**—As a whole or in part on at least 30 days' notice to each Mar. 31, incl., as follows:  
 1982 .....104.34 1983 .....104.06 1984 .....103.70  
 1985 .....102.22 1986 .....102.96 1987 .....102.59  
 1988 .....102.22 1989 .....101.85 1990 .....101.48  
 1991 .....101.11 1992 .....100.74 1993 .....100.37  
 1994 .....100.00

Also callable for sinking fund (which see) at special prices as follows:  
 1981 .....100.74 1982 .....100.65  
 1987 .....100.60 1988 .....100.54 1989 .....100.48  
 1990 .....100.41 1991 .....100.34 1992 .....100.27  
 1993 .....100.19 1994 .....100.00

**SINKING FUND**—Annually, each Apr. 1, beginning 1974, to retire debts, cash (or debts), equal to \$400,000.

**SECURITY**—CREATION OF ADDITIONAL DEBT—DIVIDEND RESTRICTION—See deb. 4 1/8, due 1987.

**PURPOSE**—Proceeds for construction; debt repayment; and general purposes.

**OFFERED**—(\$20,000,000) at 101.07 (proceeds to Co. 100.30) on Apr. 9, 1969 thru The First Boston Corp., Eastman Dillon, Union Securities & Co., Inc. and Salomon Brothers & Hutzler and associates.

**29. Pollution Control Debt: Outstg., Dec. 31, 1982, \$96,368,502 (\$98,510,000 principal less \$2,141,498 funds on deposit with Trustee) as follows:**

Series	Date	Total	Co. Portion	%
(Sabine River Authority of Texas)				
6 1/2% 1976	Dec. 1, 1992-2007	\$60,000,000	\$32,385,000	53.97%
5.70% 1977	Dec. 1, 1992-2007	40,000,000	11,235,000	28.08%
6.60% 1979	Dec. 1, 1994-2008	10,000,000	4,890,000	48.90%

(Brazos River Authority, Texas)

Series	Date	Total	Co. Portion	%
7 1/2% 1979	Dec. 1, 2009	15,000,000	15,000,000	100
7 1/2% 1979	Dec. 1, 2005-2009	35,000,000	35,000,000	100

Proceeds of Sabine River Authority of Texas bonds for construction of certain air and water pollution control facilities at the Monticello and Martin Lake stations which are jointly owned by Company, Dallas Power and Texas Electric. Secured by an Installment Sale Agreement between Sabine River Authority and Texas Utilities Services Inc., acting as agent for the Companies, which provides for payments sufficient to pay principal of, redemption premium, if any, and interest on bonds. Proceeds of Brazos River Authority, Texas bonds for construction of certain air and water pollution control facilities at the Sandow Unit No. 4 station which is wholly owned by the Company. Secured by an Installment Sales Agreement between Brazos River Authority and Texas Utilities Services Inc., acting as Agent for the Company, which provides for payments sufficient to pay principal of, redemption premium, if any, and interest on bonds. For additional details of bonds, see Moody's Municipal & Government Manual.

#### CAPITAL STOCK

**1. Texas Power & Light Co. \$4 cumulative preferred; no par:**

##### Rating—"a1"

**AUTHORIZED**—5,000,000 shares; outstanding, this series, Dec. 31, 1982, 70,000 shares; no par.

**PREFERENCES**—All series have equal preference for assets and dividends.

**DIVIDEND RIGHTS**—Entitled to cumulative dividends of \$4 per share annually, payable quarterly, Feb. 1, etc. to stock of record about Jan. 10, etc.

**DIVIDEND RECORD**—Initial dividend of \$1 paid Aug. 1, 1950; regular quarterly dividends paid thereafter.

**DIVIDEND RESTRICTIONS**—Company may not pay dividends on any junior stock unless thereafter earned surplus is at least 1 1/2 times annual dividend requirement on preferred and any prior or equal stock.

**VOTING RIGHTS**—Has no voting power unless 4 quarterly dividends are in arrears, when preferred is entitled to elect majority of directors.

Consent of majority of preferred (one-third not voting negatively) necessary to (1) create or assume unsecured debt due in more than one year unless thereafter (a) available net earnings (as defined) for 12 consecutive out of preceding 15 months are at least twice interest charges on all debt due more than one year, and (b) such unsecured debt does not exceed 25% of sum of secured debt and capital and surplus; (2) issue additional preferred or prior stock (including debt shares) except as below; (3) acquire junior stock, except as provided; and (4) pay dividends on junior stock, except as above.

Consent of majority of any class of stock necessary to alter or change rights adversely.

**LIQUIDATION RIGHTS**—In any liquidation entitled to \$100 per share and dividends.

**PREEMPTIVE RIGHTS**—None.

**CALLABLE**—As a whole, or in part by lot, on not less than 30 nor more than 60 days' mailed notice at any time at \$102 per share and dividends.

**ADDITIONAL PREFERRED**—Additional series of equal rank may be issued subject to prescribed limitations provided thereafter (1) net earnings available for interest for 12 consecutive out of preceding 15 months are at least 1 1/2 times annual requirement for interest on all debt due in more than one year, and any prior or equal stock, and (2) total stated value of preferred exceeds total stated value of junior stock plus surplus.

**TRANSFER AGENT**—Mercantile National Bank, Dallas.

**REGISTRAR**—RepublicBank Dallas, N.A., Dallas.

**DIVIDEND DISBURSING AGENT**—Company.

**PURPOSE**—Proceeds to repay loans from parent and for construction purposes.

**OFFERED**—(70,000 shares) at \$100 per share (proceeds to company \$98.75) on Apr. 25, 1950 by Union Securities Corp., Kidder, Peabody & Co. and Merrill Lynch, Pierce, Fenner & Beane, New York, and associates.

**TRADED**—OTC.

**2. Texas Power & Light Co. \$4.56 cumulative preferred; no par:**

##### Rating—"a1"

**AUTHORIZED**—5,000,000 shares; outstanding, this series, Dec. 31, 1982, 133,786 shares; no par.

**PREFERENCES**—All series have equal preference for assets and dividends.

**DIVIDEND RIGHTS**—Entitled to cumulative dividends of \$4.56 per share annually, payable quarterly, Feb. 1, etc. to stock of record about Jan. 10, etc.

**DIVIDEND RECORD**—Initial dividend of \$1.14 paid Aug. 1, 1950; regular quarterly dividends paid thereafter.

**DIVIDEND RESTRICTIONS**—Company may not pay dividends on any junior stock unless thereafter earned surplus is at least 1 1/2 times annual dividend requirement on preferred and any prior or equal stock.

**LIQUIDATION RIGHTS**—In any liquidation entitled to \$100 per share and dividends.

**CALLABLE**—As a whole, or in part by lot, on not less than 30 nor more than 60 days' mailed notice at any time at \$112 per share and dividends.

**OTHER PROVISIONS**—Same as \$4 preferred.

**TRANSFER AGENT**—Mercantile National Bank, Dallas.

**REGISTRAR**—RepublicBank Dallas, N.A., Dallas.

**DIVIDEND DISBURSING AGENT**—Company.

**OFFERED**—(117,926 shares) in exchange for former 7% preferred and \$6 preferred shares in May, 1950, on share for share basis with dividend adjustment on all exchanges and \$3 payment per share on all 7% preferred shares exchanged. 15,860 unsubscribed shares plus 420 shares issued in exchange for 146 7/8 and 274 \$6 preferred shares reacquired by company were purchased by Kidder, Peabody & Co., Merrill Lynch, Pierce, Fenner & Beane, and Union Securities Corp., New York, and associates at \$124.

**LISTED**—Unlisted trading on ASE (Symbol: TXP Pr).

**3. Texas Power & Light Co. \$4.84 cumulative preferred; no par:**

##### Rating—"a1"

**AUTHORIZED**—5,000,000 shares; outstanding, this series, Dec. 31, 1982, 70,000 shares; no par.

**PREFERENCES**—All series have equal preference for assets and dividends.

**DIVIDEND RIGHTS**—Entitled to cumulative dividends of \$4.84 per share annually payable quarterly, Feb. 1, etc. to stock of record about Jan. 10, etc.

**DIVIDEND RECORD**—Initial dividend of \$1.50 paid Aug. 1, 1953; regular quarterly dividends paid thereafter.

**DIVIDEND RESTRICTION**—See \$4.56 preferred.

**LIQUIDATION RIGHTS**—In any liquidation, entitled to \$100 per share and dividends.

**CALLABLE**—As a whole or in part on at least 30 days' notice at \$101.79 per share and dividends.

**PREEMPTIVE RIGHTS**—None.

**OTHER PROVISIONS**—Same as \$4 preferred.

**PURPOSE**—Proceeds, together with sale of 3 1/2% first mortgage bonds due 1983 to be used to repay short-term loans; for construction and other corporate purposes.

**TRANSFER AGENT**—Mercantile National Bank, Dallas.

**REGISTRAR**—RepublicBank Dallas, N.A., Dallas.

**DIVIDEND DISBURSING AGENT**—Company.

**OFFERED**—(70,000 shares) at \$99.79 per share (proceeds to company \$79.94 per share) on May 8, 1953 by Union Securities Corp., Kidder, Peabody & Co. and Merrill Lynch, Pierce, Fenner & Beane, New York, and associates.

**TRADED**—OTC.

**4. Texas Power & Light Co. \$4.76 cumulative preferred; no par:**

##### Rating—"a1"

**AUTHORIZED**—5,000,000 shares; outstanding, this series, Dec. 31, 1982, 100,000 shares; no par.

**PREFERENCES**—All series have equal preference for assets and dividends.

**DIVIDEND RIGHTS**—Entitled to cumulative dividends of \$4.76 per share annually payable quarterly, Feb. 1, etc. to stock of record about Jan. 10, etc.

**DIVIDEND RECORD**—Initial dividend of \$1.50 paid Feb. 1, 1957; regular payments since.

**DIVIDEND RESTRICTION**—See \$4.56 preferred.

**LIQUIDATION RIGHTS**—In any liquidation, entitled to \$100 per share and dividends.

**CALLABLE**—As a whole or in part on at least 30 days' notice at \$102 plus dividends.

**PREEMPTIVE RIGHTS**—None.

**OTHER PROVISIONS**—Same as \$4 preferred.

**PURPOSE**—Proceeds, together with sale of bonds, to be used to repay \$3,000,000 borrowed funds; for construction and other corporate purposes.

**TRANSFER AGENT**—Mercantile National Bank, Dallas.

**REGISTRAR**—RepublicBank Dallas, N.A., Dallas.

**DIVIDEND DISBURSING AGENT**—Company.

**OFFERED**—(100,000 shares) at \$100 per share (proceeds to company, \$98.55 per share) on Oct. 31, 1956 by Kidder, Peabody & Co.;

Eastman Dillon, Union Securities & Co. and Merrill Lynch, Pierce, Fenner & Beane, New York, and associates.

**TRADED**—OTC.

**5. Texas Power & Light Co. \$4.44 cumulative preferred; no par:**

##### Rating—"a1"

**AUTH**—All series, 5,000,000 shs.; outstg., this series, Dec. 31, 1982, 150,000 shs.; no par.

**PREFERENCES**—All series have equal preference for assets and divs.

**DIVIDEND RIGHTS**—Entitled to cumulative dividends of \$4.44 a share annually, payable quarterly, Feb. 1, etc. to stock of record about Jan. 10, etc.

**DIVIDEND RECORD**—Regular dividends paid.

**DIVIDEND RESTRICTIONS**—See \$4.56 preferred.

**LIQUIDATION RIGHTS**—In any liquidation, entitled to \$100 per share and dividends.

**CALLABLE**—As a whole or in part on at least 20 days' notice (per share and dividends) at \$102.61.

**PREEMPTIVE RIGHTS**—None.

**OTHER PROVISIONS**—Same as \$4 preferred.

**PURPOSE**—Proceeds, together with sale of bonds, to be used to repay \$6,000,000 borrowed funds; for construction and other corporate purposes.

**TRANSFER AGENT**—Mercantile National Bank, Dallas.

**REGISTRAR**—RepublicBank Dallas, N.A., Dallas.

**DIVIDEND DISBURSING AGENT**—Company.

**OFFERED**—(150,000 shares) at \$101.50 a share (proceeds to Co., \$100.4999 a share) on Jan. 20, 1965 by Lehman Brothers and Blyth & Co., Inc., N.Y.C., and associates.

**TRADED**—OTC.

**6. Texas Power & Light Co. \$7.80 cumulative preferred; no par:**

##### Rating—"a1"

**AUTH**—All series, 5,000,000 shs.; outstg., this series, Dec. 31, 1982, 250,000 shs.; no par.

**PREFERENCES**—All series have equal preference for assets and divs.

**DIVIDEND RESTRICTIONS**—See \$4.56 preferred.

**DIVIDEND RIGHTS**—Entitled to cum. cash divs. of \$7.80 annually, payable quarterly Feb. 1, etc. to stock of record about Jan. 10, etc.

**DIVIDEND RECORD**—Regular dividends paid.

**LIQUIDATION RIGHTS**—In any liquidation, entitled to \$100 a share and divs.

**CALLABLE**—As a whole or in part on at least 20 days' notice to each May 1, incl., as follows (per sh. plus divs.): 1984, \$105.20; thereafter, \$103.23.

**PREEMPTIVE RIGHTS**—None.

**OTHER PROVISIONS**—Same as \$4 pd.

**TRANSFER AGENT**—Mercantile National Bank, Dallas.

**REGISTRAR**—RepublicBank Dallas, N.A., Dallas.

**PURPOSE**—See 7 1/2% s.f. debts, above.

**DIVIDEND DISBURSING AGENT**—Company.

**OFFERED**—(300,000 no par shs.) at \$101.296 a sh. (proceeds to Co., \$100.01) on Apr. 1, 1969 thru Lehman Brothers and Blyth & Co., Inc. and associates.

**TRADED**—OTC.

**7. Texas Power & Light Co. \$7.24 cumulative preferred; no par:**

##### Rating—"a1"

**AUTH**—All series 5,000,000 shs.; outstg., this series, Dec. 31, 1982, 250,000 shs.; no par.

**PREFERENCES**—All series have equal preference with other pd. for assets and divs.

**DIVIDEND RESTRICTIONS**—See \$4.56 preferred.

**DIVIDEND RIGHTS**—Entitled to cum. cash divs. of \$7.24 per share annually, payable quarterly, May 1, etc.

**DIVIDEND RECORD**—Initial dividend of \$1.488 per sh. paid May 1, 1972; regular quarterly dividends paid thereafter.

**VOTING RIGHTS**—Together with other divs. entitled to elect one class, to elect majority of directors if divs. are in arrears of 4 quarterly payments.

**LIQUIDATION RIGHTS**—In liquidation entitled to \$100 per share and dividends.

**CALLABLE**—As a whole or in part on at least 20 days' notice to each Feb. 1, incl., as follows (per sh. plus divs.): 1982, \$107.04; 1987, \$105.23; thereafter, \$103.42.

**PREEMPTIVE RIGHTS**—None.

**OTHER PROVISIONS**—Same as \$4 preferred.

**TRANSFER AGENT**—Mercantile National Bank at Dallas, Tex.

**REGISTRAR**—RepublicBank Dallas, N.A., Dallas.

**PURPOSE**—Proceeds to pay loans, for construction and other corporate purposes.

**DIVIDEND DISBURSING AGENT**—Company.

**OFFERED**—(250,000 no par shs.) at \$101.61 a sh. (proceeds to Co. \$100.451) on Feb. 8, 1983 thru Halsey, Stuart & Co., Inc., First Boston Corp. and Goldman, Sachs & Co. and associates.

**TRADED**—OTC.

**8. Texas Power & Light Co. \$8.20 cumulative preferred; no par:**

**Rating—"a1"**  
**AUTH**—All series, 3,000,000 shs.; outstg., this series, Dec. 31, 1982, 300,000 shs.; no par.  
**DIVIDEND RIGHTS**—Entitled to cum. cash divs. of \$8.20 per share annually, payable quarterly May 1, etc.  
**DIVIDEND RECORD**—Initial dividend of \$1.42 per sh. paid May 1, 1974; regular quarterly dividends paid thereafter.  
**PREFERENCE**—Has equal preference with other pfd. for assets and divs.  
**DIVIDEND RESTRICTIONS**—See \$4.56 preferred.  
**VOTING RIGHTS**—Same as \$7.24 cum. pfd.  
**LIQUIDATION RIGHTS**—In liquidation, entitled to \$100 per sh. plus divs.  
**CALLABLE**—As a whole or in part on at least 20 days' notice to each Feb. 1, incl., as follows (per sh. plus divs.): 1984, \$107.39; 1989, \$105.34; thereafter, \$103.29.  
**PREEMPTIVE RIGHTS**—None.  
**OTHER PROVISIONS**—Same as \$4 preferred.  
**TRANSFER AGENT**—Mercantile National Bank at Dallas, Tex.  
**REGISTRAR**—RepublicBank Dallas, N.A., Dallas.  
**PURPOSE**—Proceeds for construction and other corporate purposes.  
**OFFERED**—(300,000 no par shs.) at \$101.24 (proceeds to Co., \$100.00) on Feb. 21, 1974 thru Smith, Barney & Co. Inc. Drexel Burnham & Co. Inc., Hornblower & Weeks-Hemp-hill, Noyes Inc., E.F. Hutton & Co. Inc., Loeb, Rhoades & Co., Faine, Webber, Jackson & Curtis Inc., Stuart & Webster Securities Corp. and Weeden & Co. Inc.  
**TRADED**—OTC.

**9. Texas Power & Light Co. \$9.32 cum. pfd.; no par.**

**Rating—"a1"**  
**AUTH**—5,000,000 shs.; outstg., Dec. 31, 1982, 300,000 shs.; no par.  
**PREFERENCE**—Has equal preference with other pfd. for assets and divs.  
**DIVIDEND RIGHTS**—Entitled to cum. cash divs. of \$9.32 annually, payable quarterly, Feb. 1, etc.  
**DIVIDEND RECORD**—Initial dividend of \$3.05 per share paid Aug. 1, 1975; regular quarterly dividends paid thereafter.  
**DIVIDEND RESTRICTIONS**—See \$4.56 preferred.  
**VOTING RIGHTS**—Same as \$7.24 cum. pfd.  
**LIQUIDATION RIGHTS**—In liquidation, entitled to \$100 per sh. plus divs.  
**CALLABLE**—As a whole or in part on at least 20 but not more than 30 days' notice to each Apr. 1, as follows (per sh. plus divs.): 1985, \$106.99; 1990, \$104.66; thereafter at \$102.33. Not callable, however, prior to Apr. 1, 1980 thru refunding by issuance of indebtedness or prior or parity stock at interest cost or div. cost less than 9.4380% per annum.  
**PREEMPTIVE RIGHTS**—None.  
**OTHER PROVISIONS**—Same as \$4 preferred.  
**TRANSFER AGENT**—Mercantile National Bank at Dallas, Tex.  
**REGISTRAR**—RepublicBank Dallas, N.A., Dallas.  
**PURPOSE**—Proceeds for construction and other corporate purposes.  
**OFFERED**—(300,000 shs.) at \$100 per sh. (proceeds to Co., per sh., \$98.75) on Mar. 25, 1973 thru Goldman, Sachs & Co., Salomon Brothers, Kidder, Peabody & Co., Inc., Merrill Lynch, Pierce, Fenner & Smith, Inc. and associates.  
**TRADED**—OTC.

**10. Texas Power & Light Co. \$8.86 cum. pfd.; no par.**

**Rating—"a1"**  
**AUTH**—All series, 5,000,000 shs.; outstg., Dec. 31, 1982, 300,000 shs.; no par.  
**PREFERENCE**—Has equal preference with other pfd. for assets and divs.  
**DIVIDEND RIGHTS**—Entitled to cum. divs. of \$8.86 per sh. annually, payable quarterly, Feb. 1, etc.  
**DIVIDEND RECORD**—Initial dividend of \$2.194 per share paid on May 1, 1976; regular quarterly dividends paid thereafter.  
**DIVIDEND RESTRICTION**—Same as \$4.56 cum. pfd.  
**VOTING RIGHTS**—Same as \$7.24 cum. pfd.; no par.  
**LIQUIDATION RIGHTS**—In liquidation, entitled to \$100 per sh. plus divs.  
**CALLABLE**—As a whole or in part on at least 20 but not more than 30 days' notice to each Jan. 1, as follows (per sh. plus divs.): 1986, \$106.26; 1991, \$104.09; thereafter at \$101.92. Not callable, however, prior to Jan. 1, 1981 thru refunding by issuance of indebtedness or prior or parity stock at interest cost or div. cost less than 8.2549% per annum.  
**PREEMPTIVE RIGHTS**—None.  
**OTHER PROVISIONS**—Same as \$4 cum. pfd.  
**TRANSFER AGENT**—Mercantile National Bank at Dallas, Tex.  
**REGISTRAR**—RepublicBank Dallas, N.A., Dallas.

**PURPOSE**—Proceeds for construction, to repay short-term loans from Texas Utilities Co., and for other corporate purposes.  
**OFFERED**—(300,000 shs.) at \$99.75 per sh. (proceeds to Co., per sh., \$98.50) on Jan. 20, 1976 thru Goldman, Sachs & Co., Salomon Brothers, Kidder, Peabody & Co., Inc. and associates.  
**TRADED**—OTC.

**11. Texas Power & Light Co. \$8.16 cum. pfd.; no par.**

**Rating—"a1"**  
**AUTH**—All series, 5,000,000 shs.; outstg., this series, Dec. 31, 1982, 300,000 shs.; no par.  
**PREFERENCE**—Has equal preference with other pfd. for assets and divs.  
**DIVIDEND RIGHTS**—Entitled to cum. cash divs. of \$8.16 per sh. annually, payable quarterly, Feb. 1, etc.  
**DIVIDEND RECORD**—Initial dividend of \$1.995 per sh. paid May 2, 1977; regular quarterly dividends paid thereafter.  
**DIVIDEND RESTRICTION**—Same as \$4.56 cum. pfd.  
**VOTING RIGHTS**—Same as \$4 cum. pfd., no par.  
**LIQUIDATION RIGHTS**—In liquidation, entitled to \$100 per sh. plus divs.  
**CALLABLE**—As a whole or in part on at least 20 but not more than 30 days' notice to each Feb. 1 as follows (per sh. plus divs.): 1982, \$108.49; 1987, \$106.2; 1992, \$104.08; thereafter at \$102.04. Not callable, however, prior to Feb. 1, 1982 thru refunding by issuance of indebtedness or prior or parity stock at interest or div. cost less than 8.2549% per annum.  
**PREEMPTIVE RIGHTS**—None.  
**OTHER PROVISIONS**—Same as \$4 cum. pfd.  
**TRANSFER AGENT**—Mercantile National Bank at Dallas, Tex.  
**REGISTRAR**—RepublicBank Dallas, N.A., Dallas.  
**PURPOSE**—Proceeds for construction and other corporate purposes.  
**OFFERED**—(300,000 shs.) at \$100 per sh. plus cum. divs. (proceeds to Co., \$98.85 per sh.) on Jan. 25, 1977 thru Kidder, Peabody & Co., Inc., Goldman, Sachs & Co., and Faine, Webber, Jackson & Curtis Inc. and associates.  
**TRADED**—OTC.

**12. Texas Power & Light Co. \$8.84 cum. pfd.; no par.**

**Rating—"a1"**  
**AUTH**—5,000,000 shs.; to be outstg., this series, Dec. 31, 1982, 300,000 shs.; no par.  
**PREFERENCE**—All series have equal preference for assets and dividends.  
**DIVIDEND RIGHTS**—Entitled to cum. cash divs. of \$8.84 per sh. annually, payable quarterly, Feb. 1, etc.  
**DIVIDEND RECORD**—Initial dividend of \$1.86 per sh. paid May 1, 1979; regular quarterly dividends paid thereafter.  
**VOTING RIGHTS**—PREEMPTIVE RIGHTS—Same as \$4 cum. pfd.  
**CALLABLE**—As a whole or in part at any time on at least 20 but not more than 50 days' notice to each Feb. 1, 1984, at \$106.13 per sh. thereafter thru Feb. 1, 1989, at \$104.09 per sh. thereafter thru Feb. 1, 1994 and at \$102.05 per sh. thereafter. Not callable, however, prior to Feb. 1, 1984 thru refunding thru the use, directly or indirectly, of funds borrowed by the Co., or thru the use, directly or indirectly, of funds derived thru the issuance by the Co. of stock ranking prior to or on a parity with the new pfd. stock at an interest cost of less than 8.9621% per annum.  
**TRANSFER AGENT**—Mercantile National Bank at Dallas, Tex.  
**REGISTRAR**—RepublicBank Dallas, N.A., Dallas.  
**PURPOSE**—Proceeds to meet construction expenditures.  
**OFFERED**—(300,000 shs.) at \$99.325 per sh. plus accrued divs. (proceeds to Co., per sh.) on Feb. 6, 1979 thru E.F. Hutton & Co. Inc., Dillon, Read & Co. Inc., Loeb, Rhoades, Hornblower & Co., Faine, Webber, Jackson & Curtis Inc., Smith, Barney, Harris Upham & Co. Inc., Dean Witter Reynolds Inc., L.F. Rothschild, Unterberg, Towbin, Warburg, Paribas Becker Inc. and associates.  
**TRADED**—OTC.

**13. Texas Power & Light Co. \$10.92 cum. pfd.; no par.**

**Rating—"a1"**  
**AUTH**—All series 5,000,000 shs.; outstg., this series, Dec. 31, 1982, 300,000 shs.; no par.  
**PREFERENCE**—Has equal preference with other pfd. for assets and divs.  
**DIVIDEND RIGHTS**—Entitled to cum. cash divs. of \$10.92 per sh. annually, payable quarterly, Feb. 1, etc.  
**DIVIDEND RECORD**—Initial dividend of \$2.063 per sh. paid Aug. 1, 1976.  
**DIVIDEND RESTRICTION**—Same as \$4.56 cum. pfd., no par.  
**VOTING RIGHTS**—PREEMPTIVE RIGHTS—Same as \$4 cum. pfd.  
**CALLABLE**—As a whole or in part at any time on at least 20 but not more than 30 days' notice to each May 1, as follows (per sh. plus

divs.): 1985, \$110.92; 1990, \$108.19; 1995, \$105.46; and thereafter at \$102.73. Not callable, however, prior to May 1, 1985 thru refunding by issuance of stock ranking prior to or on a parity with the new pfd. as to divs. and assets, at an interest or div. cost of less than 10.92% per annum.

**TRANSFER AGENT**—Mercantile National Bank at Dallas, Tex.  
**REGISTRAR**—RepublicBank Dallas, N.A., Dallas.

**PURPOSE**—Proceeds will be used for expenditures for a construction program and for other corporate purposes including the repayment of short-term loans.

**OFFERED**—(300,000 shs.) at \$100 plus accumulated divs. (proceeds to Co., \$98.50) on May 15, 1980 thru Goldman, Sachs & Co.; Kidder, Peabody & Co. Inc.; Merrill Lynch White Weld Capital Markets Group; Salomon Brother and associates.  
**TRADED**—OTC.

**14. Texas Power & Light Co. common; no par.**

**AUTHORIZED**—80,000,000 shares; outstanding, Dec. 31, 1982, 39,850,000 shares; no par. (changed from \$100 par to \$20 par in Dec., 1924; five \$20 shares issued for each \$100 share and to present no par shares in Dec., 1926, and no par shares issued for each \$20 share in May 1966 issued four additional no par shares for each 2.3 shares held); in Nov., 1969, issued one additional for each 5/4 shares held. All owned by Texas Utilities Co.

**DIVIDEND RESTRICTIONS**—See long term debt and preferred stock above.

**DIVIDEND PAID**—Prior years: 1933 and 1934, 22%; 1935, 1936, 1937, 1938, 1939, 1940, 27%; 1941, 20 cents; 1942, 18½ cents; 1943, 37½ cents; 1944, 37½ cents; 1945, 32 cents; 1946, 80 cents; 1947, 84 cents; 1948, 92 cents; 1949, 55 cents; 1950, 68 cents; 1951, 78 cents; 1952, 98 cents; 1953, \$1.06; 1954, \$1.21; 1955, \$1.41; 1956, \$1.59; 1957, \$1.78; 1958, \$1.99; 1959, \$1.93; 1960, \$2.08; 1961, \$2.28; 1962, \$2.52; 1963, \$2.78; 1964, \$3.13; 1965, \$3.47; 1966, \$1.39; 1967, \$1.52; 1968, \$1.60; 1969, \$1.41; 1970, \$1.48; 1971, \$1.52; 1972, \$1.61; 1973, \$1.66; 1974, \$1.80; 1975, \$1.84; 1976, \$1.84; 1977, \$1.88; 1978, \$1.92; 1979, \$2.04; 1980, \$2.24; 1981, \$2.56; 1982, \$2.86. (see cash contributions below).

**Cash Contributions**—Texas Utilities Co. (parent) made cash contributions to common stock equity of \$3,000,000 in 1952, \$6,000,000 in 1953, \$3,000,000 in 1954, \$4,000,000 in 1955, \$5,000,000 in 1956 and \$28,000,000 in 1958, latter represented by \$6,000,000 in cash and the reinvestment of \$22,000,000 paid by company as a special dividend out of earnings accruing to common stock in 1958. In 1958, common stock without change in number of shares outstanding \$1,000,000 in Jan., 1962, and \$18,336,158 on Nov. 19, 1962. On same date company had paid to Texas Utilities Co. a special cash dividend of \$17,000,000 out of earnings accruing to common stock in prior years; also contributed \$6,000,000 in Jan. 1964 and \$5,000,000 in Dec. 1964.

On Nov. 26, 1965, Texas Utilities Co. made a cash contribution of \$25,000,000 to common stock capital of company. This contribution was added to stated value of company's common stock without change in number of shares outstanding. On same date company had paid to Texas Utilities Co. a special cash dividend of \$21,000,000 out of earnings accruing to its common stock in prior years.

In May 1966, authorized common shares were increased from 10,000,000 to 20,000,000 shares, the 4,600,000 outstanding common shares were converted into 12,600,000 shares without capitalization of retained earnings or change in the aggregate amount of capital represented by the outstanding shares. Texas Utilities Co. made cash contributions of \$7,000,000 in 1966, \$7,000,000 in 1967 and \$10,000,000 in 1969 to the common stock capital of the company which amounts were added to the stated value of the common stock without change in the number of shares outstanding.

In Feb. 1969, Texas Utilities Co. (parent) made a cash contribution of \$1,000,000 to the common stock capital of the Company. This transaction was affected without change in number of shares of common stock outstanding, and the Company contributed the amount of the capital contribution to the stated value of its common stock.

On Nov. 19, 1969, the 12,600,000 outstanding shares of common stock were converted into 15,000,000 shares. This transaction was made without capitalization of surplus or change in the aggregate amount of capital represented by the outstanding shares. On Nov. 26, 1969, 1,000,000 shares of the Company's common stock was sold to Texas Utilities Co. for a cash consideration of \$10,000,000.

On Jan. 29, 1971, 1,000,000 shares of the Co.'s authorized and unissued common stock were sold to Texas Utilities Company (parent) for a cash consideration of \$15,000,000 and on June 10, 1971, 1,000,000 shares of the Co.'s authorized and unissued common stock were sold to Texas Utilities for a cash consideration of \$15,000,000.

On Jan. 26, 1973, 1,000,000 shares of the Co.'s authorized and unissued common stock were sold to Texas Utilities Company (parent) for a cash consideration of \$20,000,000.

and on June 4, 1973, 1,250,000 shares of Co.'s authorized and unissued common stock were sold to Texas Utilities for a cash consideration of \$25,000,000.

On Oct. 1974, 1,000,000 shs. of the Co.'s authorized and unissued common stock were sold to Texas Utilities Co. (parent) for a cash consideration of \$30,000,000 and on Dec. 23, 1974, 1,000,000 shs. of the Co.'s authorized and unissued common stock were sold to Texas Utilities for a cash consideration of \$30,000,000. Also in Dec. 1974, \$75,000,000 was transferred from retained earnings to stated value of common capital stock without change in number of shares outstanding.

On Nov. 26, 1975, 3,000,000 shares of Co.'s authorized and unissued common stock were sold to Texas Utilities Co. (parent) for a cash consideration of \$60,000,000.

On May 14, 1975, company paid to Texas Utilities Co. (parent) a dividend on its common stock consisting of all the outstanding common stock (12,500 shares; book value \$250,000) of its subsidiary, Bistone Fuel Co.

On Nov. 30, 1976, 2,500,000 shares of Co.'s authorized and unissued common stock were sold to Texas Utilities Co. (parent) for a cash consideration of \$60,000,000. Also in Dec. 1976, \$20,000,000 was transferred from retained earnings to stated value at common capital stock without change in number of shares outstanding.

On Dec. 14, 1977, 2,000,000 shs. of Co.'s authorized and unissued common stock were sold to Texas Utilities Co. (parent) for a cash consideration of \$50,000,000.

On Feb. 15, 1979, 1,600,000 shs. of Co.'s authorized and unissued common stock were

sold to Texas Utilities Co. (parent) for a cash consideration of \$40,000,000.

On Feb. 14, 1980, 2,000,000 shs. of Co.'s authorized and unissued common stock were sold to Texas Utilities Co. (parent) for a cash consideration of \$50,000,000.

On Mar. 30, 1981, 3,000,000 shs. of Co.'s authorized and unissued common stock were sold to Texas Utilities Co. (parent) for a cash consideration of \$85,500,000.

On March 30, 1982, 2,500,000 shares of Co.'s authorized and unissued common stock were sold to Texas Utilities Co. (parent) for a cash consideration of \$75,000,000.

On Mar. 31, 1983, 2,000,000 shares of Co.'s authorized and unissued common stock were sold to Texas Utilities Co. (parent) for a cash consideration of \$64,000,000.



## TRANSCANADA PIPELINES LIMITED

## CAPITAL STRUCTURE

## LONG TERM DEBT

Issue	Rating	Amount Outstanding	Times Charges Earned		Interest Dates	Call Price	Price Range		
			1982	1981			1982	1981	
1. First 5 1/2%, 1985 (U.S.)		U.S.\$7,244,000			M & N 1	100			
2. First 7 1/2%, 1987 (U.S.)		U.S.\$39,814,000			F & A 1	100			
3. First 9 1/2%, 1992 (Can. ser. A)		\$54,300,000			J & J 2	100			
4. First 9 1/2%, 1992 (Can. ser. B)		\$23,200,000			J & J 2	100			
5. First 8 1/2%, 1993 (Can. ser. A)		\$38,411,000			M & N 1	100			
6. First 8 1/2%, 1993 (Can. ser. B)		\$6,080,000			M & N 1	100			
7. First 16 1/2%, 1996 (U.S. series)		U.S.\$482,804,000			M & N 1	100			
8. First 16 1/2%, 1997 (U.S.)		\$158,060,000			M & N 1	100			
9. First 16 1/2%, 2007 (U.K.)		\$54,708,000			J & J 1	100			
10. Sub. deb. 5.85%, 1987 (Can. series)		\$27,037,000			J & J 1	100			
11. Sub. deb. 5.60%, 1987 (U.S. series)		U.S.\$11,246,000			J & J 1	100			
12. S.f. debentures, A 10s, 1990		\$72,894,000	1.72	2.12	F & A 20	100	78 - 52	64 - 58	
13. S.f. debentures, B 9 1/2s, 1990		\$29,746,000			M & S 20	100			
14. S.f. debentures, C 9s, 1991		\$67,782,000			M & S 20	100			
15. S.f. debentures, D 8 1/2s, 1992		\$29,691,000			J & D 20	100			
16. S.f. debentures, E 9s, 1993		\$41,702,000			J & D 20	100			
17. S.f. debentures, F 11 1/2s, 1995		\$63,368,000			M & S 20	100			
18. S.f. debentures, G 9 1/2s, 1997		\$73,000,000			J & D 20	100			
19. Bank loans, due 1980-84		\$12,000,000			M & S 20	100			
20. Other debt		\$749,230,000							
CAPITAL STOCK									
Issue	Par Value	Rating	Amount Outstanding	Earned Per Sh.		Divs. per Sh.	Call Price	Price Range	
				1982	1981			1982	1981
1. \$2.80 cum. 1st pfd.	No par		60,346 shs.			\$2.80	\$2.80	26 1/2 - 24 1/4	23 1/4 - 19 1/4
2. \$4.50 cum. 1st pfd. ser. B	No par		944,840 shs.			4.50	4.50	50 1/2 - 44 1/2	44 1/2 - 42 1/2
3. \$5.00 cum. 1st pfd. ser. D	No par		2,200,000 shs.	\$28.81	\$21.13	5.00	46.739	Text 51 1/2 - 50	48 1/2 - 45 1/2
4. \$5.16 cum. 1st pfd. ser. E	No par		1,500,000 shs.			5.16	3.0003	Text 51 1/2 - 50	48 - 44 1/2
5. \$7.18 cum. 1st pfd. ser. F	No par		1,500,000 shs.			7.01	(1)	Text 60 - 54 1/2	52 1/2 - 50 1/2
6. Common	No par		44,789,851 shs.	\$3.62	\$2.85	1.16	1.16	Text 28 1/2 - 28	28 1/2 - 20 1/2

1981 (1) Based on avg. shs. as reported by Co.; for other per share computations, see Financial & Operating Ratios below. (2) Offered

①See text. ②Sold privately. ③Based on avg. shs. as reported by Co.; for other per share computations, see Financial & Operating Ratios below. ④Offered in 1981.

## HISTORY

Incorporated by special Act of the Parliament of Canada in 1971, changed to letters patent on Apr. 19, 1972. The Company was continued under the Canada Business Corporations Act by a Certificate of Continuance dated Jan. 1979 and is currently continued under Restated Certificate and Articles of Incorporation dated Nov. 20/81.

**Stock Interest Sale:** In 1978, Dome Petroleum Ltd. acquired 22 1/2% interest in Co. and in May 1979, increased its interest to 49% thru acquisition of an additional 10,694,000 Co. com. shs. at \$23 a sh.; reduced to 47% in Apr. 1980 by virtue of public offering of common shs. by Co. (see under common stks. below). Through two secondary issues of common stock Dome Petroleum Limited sold all its holdings in the Company of Aug. 3, 1983. Largest shareholder is Dome Petroleum Limited (itself 48% owned by Dome Petroleum) which owns 11.82% of the outstanding common stock of the Company.

## BUSINESS

Company owns and operates a high pressure natural gas pipeline system which extends from Province of Alberta across the Provinces of Saskatchewan, Manitoba and Ontario and through a portion of Province of Quebec. Company is engaged in purchasing, transporting and selling natural gas to Canadian and U.S. customers.

Company delivers gas along entire route of pipeline system in Provinces of Saskatchewan, Manitoba, Ontario and Quebec and for export to the United States at Emerson and Sault Ste. Man., Cornwall, Ont. and Phillipsburg, Que.

As at Dec. 31, 1982 the Pipe Line System consisted of 10,631 kilometres of various diameters of pipe line and a total of 1,020,500 kilowatts of compression power installed at 49 compressor stations. The delivery capacity of the Pipe Line System can be expanded by the construction of additional compression facilities.

**Capital Expenditure Programs**  
In Jan. 1982, the National Energy Board (NEB) issued to the company the necessary certificate for the construction of a new pipe line from North Bay to connect with its existing pipe line at Morrisburg, Ontario.

These facilities will be a shorter route to the natural gas markets in eastern Canada including communities in the Ottawa Valley. This 42 kilometre pipe line was placed in service in Dec. 1982 at a cost to Dec. 31, 1982 of \$416 million.

In May 1982, the NEB approved the construction of additional loop line in Saskatchewan and Manitoba. The new line will increase sales and transportation. The 187 kilometres of loop line sections were placed in service in Oct. and Nov., 1982 at a cost of \$156 million to Dec. 31, 1982.

Completion of capital projects commenced in 1981 together with modifications and upgrading of existing plant and pipe line facilities in 1982 cost \$175 million.

**Gas Supply**  
As at Dec. 31, 1982 the Company had approximately 1.414 billion cubic metres of contracted gas under firm contracts in Canada of which approximately 536 billion cubic metres had then been produced. More than 99% of the remaining contracted reserves are located in Alberta with a balance in Saskatchewan.

Production for the twelve months ended Oct. 31, 1982 under all the Company's gas purchase contracts was 35.6 billion cubic metres.

Substantially all of the Company's gas supply is provided by approximately 600 producers in the majority of such gas is supplied under twenty-five year reserve-based gas purchase contracts. These contracts are stipulated to be subject to the permits referred to under "Alberta". The remainder of the supply purchased in Alberta is from parties who have themselves obtained permits to remove such gas from Alberta.

Under the permits held by the Company governing the removal of gas from Alberta the Company is required to take delivery of gas purchased by it in Alberta through the facilities of Nova. The contract between the Company and Nova, which extends to 1994 and for as long thereafter as the permits are extended, provides that Nova will render the transportation services required to bring the gas to the Alberta border. The cost of the Company of this service is fully recovered by the Company in the form of service.

## The Toggas Program

Substantially all of the Company's gas purchase contracts ("allocable gas purchase contracts") have provisions requiring payments by the Company when it is unable to nominate for delivery specified minimum quantities of gas and as the contracted supply exceeds the available market in recent years, such payments (take or pay payments) were required. For the three contract years ended Oct. 31, 1980 the Company, with the producers' concurrence, implemented a program under which all producers were allocated an equitable share of the Company's available market. For the contract years ending Oct. 31, 1981 and 1982 the Company introduced a program which modified the existing allocation program and, in addition, provided for the deferral of 20% of the Company's minimum annual purchase obligations under its allocable gas purchase contracts for the two aforementioned contract years (the "deferred gas").

To Dec. 31, 1981 the Company had made take or pay payments to its producers totalling \$1,013 billion. These payments had been financed through term borrowings of \$753 million and the issuance of retractable preferred shares totalling \$280 million. All interest and dividend costs and related income taxes associated with the financings were recovered by the Company through its Alberta cost of service.

During 1982 the Company concluded arrangements (the "Toggas Program") with a syndicate of Canadian and foreign banks and substantially all of its producers to refinance its take or pay obligations.

Under the Toggas Program, Toggas Holdings Limited ("Toggas") an Alberta corporation controlled by the banking syndicate was incorporated as a financing vehicle for the banking syndicate. The program requires Toggas to: (i) make advances to producers in an amount equal to that paid or incurred by the producers by the Company; (ii) make advances to the producers in respect of the deferred gas for the 1980/81 contract year which the Company has been excused from making under the previous allocation program; and (iii) make advances to the producers in respect of take or pay gas incurred by the producers in the 1981/82 contract year without taking into account the deferred gas. In addition, the producers are required to refund to the Company all take or pay payments made to them by the Company and to forego any further take or pay payments except at the reduced level hereinafter referred to during the term of the Toggas

Program. The Company is required to apply a portion of the refunded take or pay payments to discharge all term bank loans previously incurred to finance such take or pay payments.

Pursuant to the Toggas Program, Toggas advanced to producers on October 1, 1982 approximately \$1.401 billion and on December 30, 1982 approximately \$879 million. As a result of the implementation of the program substantially all of the Company's prepaid gas (as referred to below) has been financed by Toggas and all of the Company's term bank loans incurred for this purpose were repaid. A third and final closing is scheduled for March 1, 1983. The funds required to be advanced by Toggas under the Toggas Program cannot exceed approximately \$2.3 billion.

Recovery of the amounts advanced to producers by Toggas will be effected in instalments commencing November 1, 1984 through the nomination for delivery by the Company of gas previously paid for but not taken ("prepaid gas"). A portion of the purchase price payable by the Company to the producers for prepaid gas in an amount equal to the amount so advanced for such gas will be paid directly by the Company to Toggas. The balance of the purchase price, if any, will be paid to the producers. The scheduled recovery of prepaid gas under a gas purchase contract in any contract year is 10% of the outstanding prepaid gas (calculated on a heat content basis) as at December 31, 1982. The recovery of prepaid gas will be accelerated proportionately to increases in total sales of gas by the Company over the total sales in the 1981/82 contract year. At the maximum acceleration period the scheduled recovery of all prepaid gas would be in 1989.

The interest costs associated with the funds advanced by Toggas to the producers are being included in the Company's Alberta costs of service and remitted to Toggas by the Company.

Under the Toggas Program, the Company's obligation to make further take or pay payments will arise only if the Company is unable to nominate for delivery the specified minimum annual obligation for the 1981/82 contract year; and (ii) 75% of the Company's minimum annual obligation for the 1982/83 contract year in respect of the year in question. This 75% threshold will only be relevant in the case of a producer whose ability to deliver gas under its obligation was calculated under the 1981/82 contract year. TransCanada nominated for delivery during the 1981/82 contract year approximately 67% of its minimum contracted volume.

Under the Toggas Program the Company has the right (subject to arbitration) to introduce the proposed Toggas Program to consider a particular gas purchase contract that will constitute recovery of prepaid gas if, in the Company's opinion, recovery of prepaid gas could not otherwise be achieved within the specified recovery period. In addition, if it is determined that there is insufficient gas deliverable under a particular gas purchase contract of a producer to recover all prepaid gas within the specified recovery period then all deliveries of gas by that producer under all other gas purchase contracts with the Company (after the delivery of prepaid gas under such contracts) shall constitute recovery of prepaid gas under the particular contract. As well, a producer may provide all prepaid gas from any lands from which gas is then available.

Recourse to the Company under the Toggas Program is as follows: